

BYLAWS
OF

TILLAMOOK PILOTS ASSOCIATION, INC.
An Oregon Non-profit Organization

ARTICLE I: OFFICES

Section 1: Name.

The name of the organization shall be the Tillamook Pilots Association, Inc.

Section 2: Location.

The location of the organization shall be maintained within Tillamook County as determined by the Board of Directors of the corporation.

ARTICLE II: PURPOSE

Section 1: Purpose.

This corporation is organized to:

1. Provide search and rescue services to the residents of Oregon.
2. Promote aviation activity and involvement in Tillamook County.
3. Promote aviation with the non-flying public.
4. Provide a social forum for pilots.
5. Promote improvement and construction of aviation facilities in Tillamook County.
6. Protect and encourage safe flying.
7. Provide assistance to the Oregon State Aeronautics Division.
8. Do all things allowed by Oregon law for nonprofit corporations.

ARTICLE III: BOARD OF DIRECTORS

Section 1: General Powers.

The business and affairs of the corporation shall be managed by the Board of Directors and shall be hereinafter referred to as Board. The Board may adopt such rules and regulations for the conduct of its meetings and for the management of the corporation so long as the same are not inconsistent with these Bylaws or the laws of the State of Oregon. The Board shall have the power and authority, among other things, to create offices and employ officers and staff and fix the compensation, if any, of such staff; to call meetings; to create, select and appoint such executive, general and special committees as it determines to be necessary or convenient for the purposes of the corporation; and generally, to exercise all powers necessary for the guidance and exercise of the corporation's purposes.

Section 2: Nomination, Election and Term of the Board of Directors.

Members of the corporation shall nominate candidates for the Board of Directors. In the event that a Board member will also hold an office, the nominee shall have agreed in advance to serve in the office recommended. The Board shall consist of five members. The terms of office of each Director shall be one (1) year. Election to the Board of Directors shall be made at the annual meeting by a majority vote of the membership in attendance and shall be effective immediately.

Section 3: Quorum.

A majority of the members of the Board shall constitute a quorum for the transaction of corporation business.

Section 4: Manner of Acting; Presumption of Assent.

The act of the majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board, unless a higher number of Directors is required by these Bylaws for passage of a particular measure. A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the corporation immediately after the adjournment of the meeting.

Section 5: Removal.

Upon the affirmative vote of 2/3 of the general membership present and voting at any duly called meeting of the corporation, any Director may be removed with or without cause.

Any Director who shall be absent from two consecutive monthly meetings without presenting a reason acceptable to the membership may be deemed to have resigned, and that office shall be presumed vacant upon the affirmative vote of two thirds of the general membership present and voting at any duly called meeting of the corporation.

Section 6: Resignation.

Any Director may resign his/her office at any time, such resignation to be made in writing, and it shall take effect from the time of its delivery to the President of the Board or such other time as may be stated in the notice.

Section 7: Filling Vacancies.

Vacancies created by resignation or removal of a Director shall be filled by majority vote of the membership who constitute a quorum. At least ten days notice shall be given to the membership of any vacancy and the date and time for the filling of the vacancy. In the event that there are fewer than three (3) Directors remaining, then vacancies shall be filled by majority vote of the membership present and voting at any duly called meeting of the corporation.

7.1 Annual Meeting. The annual meeting shall be held on the first Tuesday in January of each year. Notice of such meeting shall be caused to be sent by the Secretary for the corporation to each member of the Board of Directors and to the membership at no less than ten (10) nor more than thirty (30) days prior to such annual meeting.

7.2 Regular Meetings. Regular meetings shall be held the first Tuesday of each month at 6:00 p.m. at such locations as determined by the President. Regular meeting date and time may be changed upon a majority vote of the membership in attendance at any regular meeting. No notice of such meetings shall be required unless there is a date, time or location change. Reasonable notice of meetings other than the regular monthly meeting shall be sent to all members by the Secretary.

7.3 Special Meetings. Special meetings of the Board may be called by or at the request of the President or the written request of two or more Directors of the Board. The request shall designate a time and a location for such meeting, and the person or persons requesting such meeting shall ensure that at least

three days' written notice shall be provided to the other members of the Board (measured from the date the notice is deposited in U.S. Mail, postage prepaid, or from the date personally delivered to the recipient), unless the meeting is an emergency, in which case notice reasonable to the circumstances shall be given.

7.4 Waiver of Notice Requirement. The notice requirements as herein contained for all meetings shall be deemed waived for all Directors present at such meeting, except when a Director is present for the sole purpose of contesting notice.

Section 8: Informal Action by Directors.

Any action required by law, the Articles of Incorporation, or the Bylaws to be taken at a meeting of the Directors of the corporation or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action shall have the same force and effect as any other action taken by the Board of Directors, unless a particular action requires a higher number of Directors' approval.

Section 9: Compensation.

Directors shall receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by the designated officers of the corporation. Nothing herein shall preclude a Director from serving the corporation in any other capacity and receiving reasonable compensation for such services.

Section 10: Indemnification of Directors.

10.1 Permitted Indemnification of Directors. The corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director against liability incurred in the proceeding if either:

- (a) 1) The conduct of the individual was in good faith;
- 2) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and

- 3) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

(b) Or the Director was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because of being a director of the corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

10.2 Non-permitted Indemnification of Directors. The corporation shall not indemnify a Director:

(a) In connection with a proceeding by or in the right of the corporation in which the Director was adjudged liable to the corporation; or

(b) In connection with any other proceeding charging improper personal benefit to the Director in which the Director was adjudged liable on the basis of that personal benefit was improperly received by the Director.

10.3 Determination of Indemnification. A determination that indemnification of a Director is permissible shall be made:

(a) By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under paragraph 10.3 (a) herein, than by a majority vote of the membership present at any duly called regular or special meeting.

Section 11: Indemnification of Officers, Employees or Agents.

The corporation may indemnify and advance expenses for an officer, employee or agent of the corporation who is not a Director to the same extent as to a Director.

Section 11: Special Committees.

The Board may, at its option, select and appoint special committees of Directors, composed of any number of Directors, or any other interested individuals, and serving for any length of time designated by the Board. The scope of authority and the subject matter of problems to be handled by the special committees may be as broad or as narrow as the Board determines, bound only by the scope of authority of the Board itself, but subject to the review and approval of the Board. The Board may also modify or terminate such special committees as the Board determines is in the best interests of the corporation.

ARTICLE IV: OFFICERS

Section 1: General Powers.

In addition to the powers and authorities of the Articles of Incorporation and these Bylaws expressly conferred upon them, the officers may exercise all such powers of the corporation and do all lawful acts and things as are not by statute or by the Articles of Incorporation, or by these Bylaws directed or required to be exercised or done by the members.

Section 2: Offices.

There shall be the offices of President, Vice-President, Treasurer, Secretary and such other offices as are from time to time designated by the Board. An individual may serve as more than one officer, except the offices of President and Secretary, which must be held by two separate individuals. Officers shall serve a term of one year. Elections are to be held in January of each year, with officers installed immediately upon election. Candidates for office shall be members of the organization in good standing for at least one year prior to the election.

Section 3: Nomination and Elections.

Members of the corporation shall nominate the candidates for office. Nominees shall have agreed in advance to serve in the office recommended. The offices of President, Vice President, Secretary and Treasurer shall be filled by Board members. Members holding the offices of President and Vice President shall be licensed pilots.

Section 4: Vacancy.

A vacancy of any office for whatever reason may be filled for the unexpired portion of the term by majority vote of the membership who constitute a quorum.

Section 5: President.

The President shall be the principal executive officer of the corporation, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, when present, preside at all meetings of the corporation or Board. He/she shall sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; and in general shall perform all duties incident to the office of President and such other

duties as may be prescribed by the Board and the membership from time to time.

Section 6: Vice-President.

The Vice President shall monitor chapter activities and membership lists and be available to provide assistance and counsel when called upon by the chapter. In the absence or disability of the President, he/she may exercise all the powers of the President.

Section 7: Secretary.

The Secretary shall keep the minutes of the corporation and the Board meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate seal and see that the seal of the corporation is affixed to all documents the execution of which are made on behalf of the corporation, and in general, perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the office by the President or by the Board.

Section 8: Treasurer.

The Treasurer shall have custody of the funds of the corporation, shall collect the monies of the corporation, pay all bills of the corporation, shall keep accurate books of account and report to the officers and membership. The Treasurer shall maintain an accurate roll of membership. He/she may be responsible for filing all governmental required forms and reports, and in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the office by the President or by the Board.

ARTICLE V: MEMBERSHIP

Section 1: Eligibility.

Any person who resides in Tillamook County, is interested in or active in aviation, and who agrees to uphold the principles and Bylaws of the corporation may qualify for membership.

Section 2: How Acquired.

An interested person becomes a member of the corporation by paying their dues. The dues shall be a set amount and shall not be prorated.

Section 3: Dues and Assessments.

There shall be set by the Board of Directors annual nonrefundable dues in an amount sufficient to finance the expenses of the corporation for the calendar year. Dues shall be assessed annually in January of each year and are due by January 31 of each year.

In addition to the annual dues, the membership may vote by majority vote to assess the membership an additional amount for payment of obligations of the corporation. Written notice of the possible assessment must be given to the membership at least ten (10) days prior to the regular meeting in which the assessment shall be discussed. In the event a majority vote of the membership present authorizes any additional assessment, written notice shall be sent to the membership. All assessments shall be due within 30 days of the assessment.

Section 4: Voting.

Any member who is current in the payment of their dues shall have one vote on all voting matters brought before the membership during regular meetings. No proxy voting shall be allowed.

Section 5: Failure to Pay Dues.

A member that fails to pay annual membership dues by January 31 shall be stricken from the membership roll by the Board of Directors and shall cease to have a vote in the membership until all dues and/or assessments are paid.

Section 6: Not Transferable.

Membership is not transferable or assignable.

ARTICLE VI: FINANCES

Section 1: Funds.

All funds of this organization shall be deposited to the credit of the corporation and shall be under the supervision of the Treasurer in such bank or banks as the Board designates. All checks, withdrawals, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation must be signed by either the President or the Treasurer up to a value of five hundred dollars (\$500). Any such check, draft, withdrawal, order note or other evidence of indebtedness which exceeds the sum of five hundred dollars (\$500), must have the signature of the treasurer and one other

board member. The Board may authorize such officers or member or members of the Board as it from time to time determines is in the best interest of the Board to carry out the provisions of this section.

Section 2: Fiscal Year.

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December of each year.

Section 3: Insurance.

The Board may procure such insurance at such limits covering such risks as it from time to time determines is in the best interest of the corporation, without limit.

ARTICLE VII: DISSOLUTION

Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit aviation fund foundation, or corporation to be selected by the Board of Directors.

The entity selected shall have met the tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII: AMENDMENTS

These bylaws may be altered, amended or repealed by a 2/3 vote of the total voting membership present at any regular or special meeting.

The undersigned, constituting all of the Directors of the corporation, by unanimous consent, do hereby enact and adopt the foregoing code of Bylaws this 7th day of December, 19 93.

Raymond B. Baggeley
President

Samuel L. ...
Vice-President

Charlene Lusty
Secretary

Harold Schind
Treasurer

BY LAWS
OF
THE TILLAMOOK PILOTS ASSOCIATION
ADDENDUM

APRIL, 1998

In accordance with a vote of the membership present at the regularly scheduled meeting of the Tillamook Pilots association held on March 3, 1998, the following addendum are made to the By Laws of the Association:

1. **ARTICLE V (Membership): Section 3 (Dues and Assessments) is amended by adding the following sentences to the end of paragraph one;**
 - a. **Members belonging to the Tillamook Pilots Association will be expected to support the goals and activities of the association in part by their membership in the Oregon Pilots Association. Payment of Dues to that organization will be the responsibility of the individual member and shall be maintained at a current status.**
 - b. **A non-refundable one time Initiation and Administrative fee will be assessed to each new member joining the Tillamook Pilots Association who wish to be eligible for flying privileges in the Association aircraft. The fee will be established at the amount of \$100.00 unless modified by a vote of the membership.**
 - c. **This fee is not retroactive for persons who were members in good standing of the Association at the time this addendum to the By Laws was enacted. Like wise, such a person who must temporarily suspend, but then wishes to reactivate their membership at a later date shall not be assessed the fee. Persons applying for membership in the Tillamook Pilots Association not wishing to be eligible for flying privileges will not be assessed the Initiation and Administrative fee.**

2. **ARTICLE V (Membership): Section 5 (Failure to Pay Dues) is amended by adding the following sentence to the end of paragraph one; Likewise, upon notification to the Association of a members failure to pay dues to the Oregon Pilots Association as required in Article V, section 3, the member shall be stricken from the rolls and shall cease to have a vote in the membership until all dues and/or assessments are paid.**

- 3. Article III (Board of Directors) Section 7.2 (Regular Meetings) is amended to read in the first sentence; "Regular meetings shall be held at 8:00AM on the first Saturday of each month at locations determined by the President.

The undersigned, constituting all of the Directors of the corporation, by unanimous consent, do hereby enact and adopt the foregoing addendum to the By Laws this

2nd day of May, 1998.

Richard Kelly
President

/s/ Hans Hoppe
Vice President

Mike Stephenson
Secretary

Harold Schill
Treasurer

BY LAWS
OF
THE TILLAMOOK PILOTS ASSOCIATION

ADDENDUM

March 2007

In accordance with a vote of the membership present at the regularly scheduled meeting of the Tillamook Pilots Association held on March 3, 2007, the following addendums are made to the By Laws of the Association:

1. ARTICLE IV (Officers):

- a. Section 2 (Offices) is amended by rescinding the requirement that candidates for office shall be a member in good standing for at least one year prior to the election.
- b. Section 3 (Nominations and Elections) is amended by rescinding the requirement that members holding the offices of President and Vice President be licensed pilots.

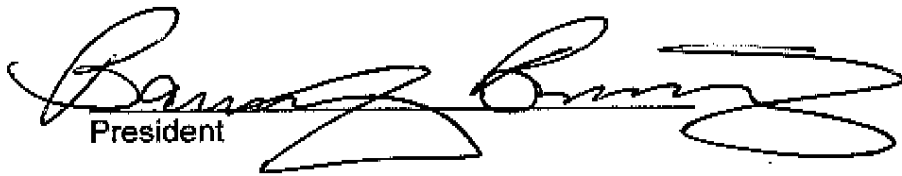
2. ARTICLE V (Membership):

- a. Section 1 (Eligibility) is amended by rescinding the requirement for a member to be a resident of Tillamook County and shall read "Any person interested in or active in aviation who agrees to uphold the principles and By Laws of the corporation may qualify for membership."
- b. Section 4 (Voting) is amended to read: Only members who are current in the payment of their annual dues shall have one vote on all voting matters brought before the membership during regular meetings. The members inclusive families are not permitted to vote unless they have also paid and are current in their membership dues. No proxy voting shall be allowed.

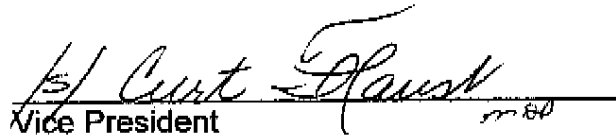
3. ARTICLE VI (Finances):

- a. Section 3 (Insurance) is amended by adding the following paragraph:
"The Board may also require members to procure individual insurance policies sufficient to cover damage to (in all or in part) or destruction of the Association's aircraft up to and including the current assessed hull value. This requirement shall be made a part of the rental agreement, to be completed prior to use of the Association aircraft."

The undersigned, constituting all of the Directors of the corporation, and following approval by at least 2/3 majority of the members present, do hereby enact and adopt the foregoing addendum to the By Laws this 3rd day of March, 2007.



President



Vice President



Secretary



Treasurer