

BYLAWS OF
VENTURA COUNTY ULTRALIGHT AIRCRAFT SOCIETY, INC.
a California Mutual Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be:

Ventura County Ultralight Aircraft Society, Inc.

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation (“principal executive office”) is located in the State of California, County of Ventura.

The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

SECTION 2. OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Mutual Benefit Corporation Law for the purposes described herein below at Article XIV, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this corporation as set forth in Article

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XIV hereof. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of this corporation except in fulfillment of said Objectives and Purposes. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit provisions of the California Corporations Code then in effect.

ARTICLE V

MEMBERSHIP

SECTION 1. QUALIFICATIONS

There shall be three (3) categories of membership in this corporation

Member shall be distinguished by, any person of sufficient age of maturity, of good character and dedicated to the purposes of this corporation. The applicant shall be eligible for membership upon acceptance of his or her application by the board of directors. A *Member* shall be governed by the VCUAS Operating Rules and Regulations.

Honorary Member shall be distinguished by, any *Member* whose name has been submitted to the board of directors, by any other member or members, and accepted by majority vote of the board of directors. An *Honorary Member* shall have been a *Member* for a period of 10 cumulative years and extraordinarily dedicated to the purposes of this corporation. An *Honorary Member* shall have all the rights, privileges and responsibilities of a *Member*, but is exempt from capital assessments and field maintenance fees.

Associate Member shall be distinguished by having all the rights, privileges and responsibilities of an *Associate Member* as defined in the VCUAS Operating Rules and Regulations, but is exempt from capital assessments, field maintenance, use fees and voting rights.

SECTION 2. FEES, DUES, AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the board of directors, the initiation fee if any and annual dues in amounts which may be fixed from time-to-time by the board of directors. The dues and fees shall be equal for all regular members.

SECTION 3. TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any regular member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The failure of a member to pay annual dues in the amount and within the times set forth by the board of directors.
- (c) The determination by the board of directors or a committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct governing this corporation as promulgated by the Board from time-to-time.

Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (c) above, the following procedure shall be implemented:

(a) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not fewer than three directors appointed by the president. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) Any person expelled from the corporation shall receive a refund of dues or assessments already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

SECTION 4. TRANSFER OF MEMBERSHIPS

Memberships shall not be transferable or assignable.

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within or outside the State of California designated by the board of directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held (unless the board of directors fixes another date and so notifies the members as provided in Section 4 of this Article VI) on the first Wednesday of May. General and Special meetings of members shall be held as ordered by the directors, from time-to-time as stated below.

SECTION 3. SPECIAL MEETING

A special meeting of the members may be called at any time by any of the following: the majority of the board of directors, or the president.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

All notices of annual meetings of the members shall be sent by first class mail to each member 10 days before each meeting. The notice shall specify the place, date, and hour of the meeting.

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SECTION 5. QUORUM

Twenty-five percent or one-fourth of the members shall constitute a quorum for the transaction of business at a meeting of the members. A lesser amount may constitute a quorum if notice of the meeting is sent to the members at least 10 days before the meeting.

SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time-to-time by the vote of the majority of the members represented at the meeting.

SECTION 7. VOTING REQUIREMENTS

(a) *Eligibility to vote.* Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 8 of this Article VI, subject to the provisions of the California Nonprofit Corporation Law.

(b) *Manner of casting votes.* Voting shall be by ballot.

SECTION 8. RECORD DATE FOR MEMBER NOTICE AND VOTING

For the purposes of determining which members are entitled to receive notice of any meeting or to vote, the board of directors shall use the registry of membership certificates issued and not revoked.

SECTION 9. VOTING TABULATION

Each regular member shall be entitled to cast one vote on all matters submitted to a vote by the members.

ARTICLE VII

ELECTION OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

The chairman of the board, or the president if there is no chairman, shall appoint a committee to select a qualified candidate or candidates for election to the board of directors at least 45 days before the date of any election of directors. The nominating committee shall make its report at least 28 days before the date of the election, and the secretary shall forward to each member, with the notice of meeting required by Article VI, Section 4, a list of candidates nominated.

SECTION 2. VOTE REQUIRED TO ELECT DIRECTOR

Candidates receiving the highest number of votes shall be elected as directors.

ARTICLE VIII

DIRECTORS

SECTION 1. POWERS

(a) *General corporate powers.* Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these

bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

(b) *Specific powers.* Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State or California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

(iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificate.

(iv) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS

The authorized number of directors shall be 5. Directors need not be residents of the State of California, but must be members of the corporation.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall be elected at each annual meeting of the members to hold office until the next annual meeting; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special members' meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 4. VACANCIES

(a) *Events causing vacancy.* A vacancy or vacancies on the board of directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a legally imposed duty under the California Nonprofit Corporation Law, (iii) the increase of the authorized number of directors, or (iv) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting.

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(b) *Resignations.* Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the board of directors, unless the notice specifies a time no later than 30 days in the future for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) *No vacancy on reduction of number of directors.* No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time-to-time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting.

SECTION 6. ANNUAL MEETING

Within 10 days following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of this meeting shall not be required.

SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the board of directors shall be held without call at such time as shall from time-to-time be fixed by the board of directors. Such regular meetings may be held without notice.

SECTION 8. SPECIAL MEETINGS

(a) *Authority to call.* Special meetings of the board of directors for any purpose may be called at any time by the chairman of the board or the president,

(b) *Notice*

(i) *Manner of giving.* Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by email. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation

(ii) *Time requirement.* Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting.

Notices given by personal delivery, telephone, or email shall be delivered, telephoned, or emailed at least 48 hours before the time set for the meeting.

(iii) *Notice contents.* The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of meeting, if it is to be held at the principal executive office of the corporation.

SECTION 9. QUORUM

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VIII. Every act of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 10. WAIVER OF NOTICE

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 13. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may not receive compensation for their services, but may receive such reimbursement of expenses as may be just and reasonable.

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ARTICLE IX

OFFICERS

SECTION 1. OFFICERS

The officers of the corporation shall be a president, vice president, treasurer, and secretary.

SECTION 2. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice, but no later than 30 days after said notice.

SECTION 3. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

SECTION 4. RESPONSIBILITIES OF OFFICERS

(a) *President.* The president shall, subject to the control of the board of directors, generally supervise, direct, and control the business and the officers of the corporation. He shall preside at all meetings of the members and at all meeting of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

(b) *Vice President.* In the absence or disability of the president, a vice president designated by the board of directors shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors.

(c) *Secretary.* The secretary shall attend to the following:

(i) *Book of minutes.* The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and members, with the time and place of holding, whether regular or special, and the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(ii) *Membership records.* The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the board of directors, record of the corporate members, showing the names of all members, and their addresses.

(iii) *Notices, seal and other duties.* The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

(d) *Treasurer.* The treasurer shall attend to the following:

(i) *Book of account.* The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) *Deposit and disbursement of money and valuables.* The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer, and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.

ARTICLE X

AGENTS AND INSURANCE

SECTION 1. AGENTS

For the purpose of this Article, “agent” means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer or employee.

SECTION 2. INSURANCE

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not this corporation would have the power to indemnify the agent against that liability.

ARTICLE XI

RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this State, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

SECTION 2. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

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SECTION 3. ANNUAL REPORT

The annual report to members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these bylaws shall be interpreted as prohibiting the board of directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate.

ARTICLE XII

CONSTRUCTION AND DEFINITIONS

Unless the context required otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and the natural person.

ARTICLE XIII

AMENDMENTS

SECTION 1. AMENDMENT BY DIRECTORS

Bylaws may be amended by the board of directors, subject to approval of the membership.

ARTICLE XIV

OBJECTIVES AND PURPOSES

The objectives of this corporation shall be:

1. For the mutual benefit of individuals for the purpose of improving or developing their capabilities in the operation of ultralight aircraft.
2. To advance the cause of education and to establish a mutually beneficial relationship.