

By-laws of the Arizona Soaring Association Inc.

FEB 1998

ARTICLE I MEMBERS' MEETINGS

Section 1. PLACE OF MEETINGS

All meetings of the members shall be held at the principal office of the Arizona Soaring Association, Inc., in the State of Arizona, or such place as may be designated from time to time by the Board of Directors (Board).

Section 2. ANNUAL MEETINGS

The Annual Meeting of the members shall be held in November of each year at the time and place to be set by the Board with written notice to the membership, at which time the members shall consider reports of the affairs of the Corporation, nominate directors for the coming calendar year and transact such other business as may be properly brought before the meeting.

Section 3. SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes whatsoever, may be called any time by the Board and may be set for any day.

Section 4. NOTICE OF MEETINGS

It shall be necessary to give notice not less than ten (10) days nor more than fifty (50) days before the date of all special meetings of the members by the Secretary of the Corporation, and said notice shall specify the place, the day and the hour of the meeting, together with the general nature of the business to be transacted. Whenever the Board changes the time and place of the monthly or annual meetings, the Secretary shall give the members written notice of such changes.

Section 5. QUORUM

A quorum at any meeting of this Corporation shall consist of ten percent (10%) of the total number of members in good standing as of the preceding January 31st, provided that there is at least one officer of the Corporation in attendance.

Section 6. VOTING RIGHTS

All members, in good standing, of this Corporation shall be entitled to vote, and each member entitled to vote shall have one vote for himself, and shall have the right to vote either in person or by proxy, provided that no member of this Corporation actually voting at the place of the meeting shall have the right to exercise more than one vote.

ARTICLE II BOARD OF DIRECTORS

Section 1. POWERS

Subject to the limitations of the Articles of Incorporation, of these By-laws, and the Laws of the State of Arizona as to the action to be authorized or approved by the members of the Corporation, all corporate powers of this Corporation shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, a Board, consisting of the number of members in good standing (not less than three) from time to time specified by these By-laws, or by amendments thereof.

Section 2. NUMBER OF DIRECTORS

There shall be nine (9) Directors of this Corporation, in accordance with the Articles of Incorporation, unless said number is increased or decreased as provided herein. The nine (9) Directors shall consist of eight (8) Directors elected per Article II, Section 6, plus a Director at large, who shall be the outgoing President. If the outgoing President cannot serve, an experienced member of the association shall be selected by the Board for this position and his/her name submitted to the nominating committee. Only members in good standing of this Corporation for the year immediately preceding their election shall be eligible to become Directors of this Corporation.

Section 3. PLACE OF MEETINGS

Meetings of the Board shall be held at a place and time to be mutually agreed upon and as necessary to properly conduct the business of the Corporation.

Section 4. SPECIAL MEETINGS NOTICES

Special meetings of the Board for any purpose, or purposes, shall be called at any time by the President, or by any two Directors. The time and place of the meetings of the Board, whether special or regular, shall be determined by mutual consent and shall be so scheduled as to permit a maximum number of the Board to attend. Telephone advice may be considered adequate notice to a Director.

Section 5. QUORUM

Five (5) members of the Board shall be necessary to constitute a quorum. The action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a Corporate act.

Section 6. ELECTION OF DIRECTORS

In order to provide for continuity in the Board, four (4) Directors shall be elected by secret ballot each year to serve for two (2) year terms commencing on the first day of January following their election. A nominating committee of at least three past officers of the Corporation shall be appointed by the President to present a sufficient number of qualified nominees for election to the Board at the Annual Meeting; nominations from the floor which have been seconded and approved by the majority of members there present shall be included in the list of nominees for the Board. The election of Directors will occur at the December member meeting.

The Directors shall take and hold their offices on the first day of January subsequent to the date of the Annual Meeting.

Section 7. VACANCIES

A vacancy or vacancies shall be deemed to exist in the case of death, resignation or removal of any Director, or in case the members fail at any time to elect the full number of authorized Directors.

Vacancies in the Board may be filled by appointment by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director and each Director so appointed shall hold office for the remaining term of the vacancy or until his successor is elected at the next regular election for his term of office or at a special meeting of the members.

The members may at any time elect a Director to fill any vacancy or vacancies not filled within a reasonable time by the Directors.

A Director may be removed for cause from office by an affirmative vote of 2/3 of the remaining Directors.

No reductions of the number of Directors as set forth in Article II, Section 2 shall have the effect of removing any Director prior to the expiration of his term of office.

Section 8. COMPENSATION

No compensation will be paid to any of the Directors of this Corporation for acting as Directors.

ARTICLE III COMMITTEES

Section 1. APPOINTMENT OF

The Board may appoint such committees as may be necessary from time to time, consisting of the Corporation's members and with such powers as the Board may designate, and consistent with the Articles of Incorporation and By-Laws and the General Corporation Laws of the State of Arizona. Such committees shall hold office at the pleasure of the Board.

Section 2. LIAISON

At least a Director shall maintain liaison with each committee. The President shall determine such liaison assignments.

ARTICLE IV OFFICERS

Section 1. OFFICERS

The officers shall be a President, a Vice President, a Treasurer, and a Secretary, which officers shall be members of the Corporation, but not necessarily members of the Board, and shall be elected by the Board at the first meeting of the Board after the Board's election. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. COMPENSATION

There shall be no compensation for holding office in this Corporation.

Section 3. PRESIDENT

The President shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board, have general supervision, direction and control of the business and officers of the Corporation. He shall be ex officio a member of all standing committees, including the Executive Committee, if any, and shall have the general power and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board or the By-Laws.

Section 4. VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, assume the duties of the President and perform such other duties as the Board shall prescribe.

Section 5. SECRETARY

The Secretary shall keep, or cause to be kept, a book of Minutes of all meetings of the Directors and of all meetings of the members with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at a Directors_ meeting and of committees of the Board, and for meetings of the members, a determination of existence of a quorum along with a statement of motions passed.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board required by the By-Laws. The Secretary shall originate such regular, intermittent and special correspondence, at the direction of the officers or Board, as is required by Corporate operation, shall maintain the Corporate property records and shall perform such other duties as may be prescribed by the Board or the By-Laws.

Section 6. TREASURER

The Treasurer shall keep correct and complete records of account, shall invoice members as required, receive and keep all funds of the Corporation, and pay them out only on the check of the Corporation, signed in the manner authorized by the Board. The Treasurer shall make financial reports as required by the Board, and furnish an annual audited report to the Board.

Section 7. SUBORDINATE OFFICERS

The Board may from time to time appoint such subordinate officers or agents, whether or not members of the Corporation, as the business of the Corporation may require, fix their tenure of office and allow them suitable compensation.

ARTICLE V

CORPORATE RECORDS AND REPORTS

Section 1. RECORDS

The Corporation shall keep correct and complete records of accounts and shall keep minutes of the proceedings of its members, Board and committees of the Board. All Corporate records of accounts and minutes shall be entrusted to the care of any officer or member assigned this duty by the Board.

Section 2. INSPECTION

All records shall at all times be open to inspection by the Directors and members, upon reasonable notice being given.

Section 3. CERTIFICATION AND INSPECTION OF BY-LAWS

The original, or a copy, of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the members in the same manner as other records of the Corporation.

Section 4. ANNUAL REPORT

The Directors of this Corporation shall present to the members no later than the January membership meeting each year, a Financial Statement of the affairs of the Corporation, and shall also present by said time an Annual Report showing the activities and accomplishments of this Corporation for the preceding calendar year.

Section 5. FISCAL YEAR

The fiscal year for the payment of dues and for proper keeping of records shall commence on the first day of January and shall end on the thirty-first day of December.

ARTICLE VI MEMBERSHIP

Section 1. MEMBERSHIP

The membership of this Corporation shall include all members in good standing in accordance with the provisions of the By-Laws of this Corporation.

Section 2. MEMBER IN GOOD STANDING

A person shall be considered to be in good standing provided their membership application has been approved by the Membership Committee and further, provided all debts and obligations to the Corporation have been met within thirty (30) days of presentment of invoice. Furthermore, a member must also hold a current membership in the Soaring Society of America, Inc.

Section 3. APPLICATIONS

Any person desiring to apply for membership in this Corporation shall present an application to the Board or its nominees.

Section 4. WITHDRAWALS

Any member of this Corporation may withdraw as a member by filing a written resignation with the Secretary of this Corporation.

Section 5. SUSPENDED MEMBERS

Any member of this Corporation may be suspended for failure to pay dues or other financial obligations within three months after said dues or obligations have been presented by the Corporation and may not exercise any of the benefits of membership of the Corporation until reinstatement by the Board.

ARTICLE VII CHARGES

Section 1. DUES

Dues for membership shall be determined by the Board.

Section 2. FEES

Fees for the use of property owned by the Corporation shall be determined by the Board.

ARTICLE VIII AMENDMENTS

Section 1. BY MEMBERS

The By-Laws of this Corporation may be amended by repealing, rewriting, or amending any provisions or by adding any new provisions as described below: An amendment may be proposed by any member in good standing and presented to the Board. If approved by a two thirds vote of a quorum at any Directors_ meeting, the proposed amendment shall then be submitted to the membership by mail and shall be adopted if approved by 50% of the entire membership. In the event the Board fails to approve the proposed amendment, the sponsoring member may present the same at any regular monthly meeting of members. If approved by a two thirds vote of a quorum at the meeting of members, the proposed amendment shall then be submitted to the membership by mail and shall be adopted if approved by 60% of the entire membership.