

BOWMAN EAGLES

BY-LAWS

Revised at Special General Meeting April 4, 2005

ARTICLE I

The name of the Corporation shall be BOWMAN EAGLES and its duration shall be perpetual. The principal place of business of the Corporation in the State of Kentucky is 2700 Gast Ave., Louisville, Kentucky 40205.

ARTICLE II

PURPOSE

The purpose of the Corporation shall be to further the advancement and improvement of aviation and aeronautical skills of its members through the more efficient use of resources available for such purposes, to provide its members with aircraft for their personal transportation and recreation, to promote aviation with young people and any other purpose or purposes permitted by law.

ARTICLE III

MEMBERSHIP

Section 1. OWNERSHIP The members of Bowman Eagles Flying Club, Inc. (the Club) own the Club's aircraft through the Club (i.e., the Club owns the aircraft and the members own the Club). The Club is a nonprofit shared-ownership corporation, not a for-profit FBO, flying school, or commercial operation.

Section 2. ELIGIBILITY. The membership in the Corporation shall consist of its Board of Directors and such other persons interested in the purposes of the corporation who shall agree to abide by the Corporation rules and regulations and who may be elected to membership by the Board of Directors.

Section 3. RESIGNATION OR REMOVAL. Any member may resign by submitting a written resignation either at a meeting of the membership or of the Board of Directors or by mailing to the Corporation at its principal office. Thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Except as otherwise required by law, any member may be removed from membership by a majority vote of the members cast at any annual meeting or at any special meeting of the members called for the purpose or by a majority vote of the Board of Directors at any regular or special meeting, for conduct deemed prejudicial to the Corporation.

Section 4. AUXILIARY MEMBERS. By majority vote of a quorum of the members of the Board present at a meeting held in accordance with Article IV of these By-Laws, the Board may amend the Rules and Regulations to establish various classifications of Auxiliary Membership. Said Amendment to the Rules and Regulations must clearly define the purpose of each Auxiliary Classification so established and the parameters/rules under which Auxiliary Members are admitted to and function within the Corporation. However, Auxiliary Members can not be elected to the Board of Directors nor be appointed as an Officer, nor be granted voting privileges or rights.

An Auxiliary Member may resign at any time without formal notice, and may be terminated without cause by the affirmative vote of five Board members.

An Auxiliary Member may become a Member of the Corporation by fulfilling the requirements of the Rules and Regulations, paying the appropriate dues and fees, and by the affirmative vote of three members of the Board.

Any mention of the term “Member” or “Membership” herein shall be deemed to exclude Auxiliary Members unless specifically written to include said term.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. PLACE OF MEETINGS. Meetings of the membership shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

Section 2. ANNUAL MEETINGS. The annual meetings of the Corporation shall be held on the first Monday in June of each succeeding year, except that if such day is a legal holiday, then such meeting shall be held on the first following business day. At such annual meeting there shall be elected, by ballot of the members, a Board of Directors in accordance with the Requirements of Section 3 of Article V of these By-Laws. The members may also transact such other business of the Corporation as may properly come before them.

Section 3. SPECIAL MEETINGS. Special meetings may be called by the President or shall be called by him as directed by a resolution adopted by the Board of Directors, or upon a written request signed by at least 25% of the members. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the members present, either in person or by proxy.

Section 4. NOTICE OF MEETINGS. It shall be the duty of the Secretary to mail a notice of each annual or special meeting except the first annual or organization meeting, if any, of the members, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his or her address as it appears on the membership book of the corporation,

or if no such address appears, at his or her last known place of address, at least ten but not more than thirty-five days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served. A proxy statement shall be included in this notice.

Section 5. QUORUM. Except as otherwise provided by Statute, the Articles of Incorporation, or these By-Laws, the presence at any meeting of the members, in person or by proxy, of a majority of the members entitled to vote shall constitute a quorum.

Section 6. ADJOURNED MEETINGS. If any meeting of the membership cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 7. VOTING. At every meeting of the membership, each member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present, either in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by law, by the Articles of Incorporation, or by the By-Laws a different vote is required, in which case such express provision shall govern and control.

Section 8. PROXIES. Voting a proxy shall be permitted at membership meetings. Every proxy shall be in writing signed by the member and dated, and shall specifically state the particular membership meeting to which it is applicable, but need not be sealed, witnessed, or acknowledged. Any proxy must be filed with the Secretary before the appointed time of each meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. NUMBER AND QUALIFICATIONS. The affairs of the Corporation shall be governed by a Board of Directors composed of not fewer than seven (7) nor more than fifteen (15) Members.

Section 2. GOVERNING POWERS. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Corporation and may do all such acts and things as are not by law or by the Articles of Incorporation or by these By-Laws directed to be exercised and done by members. The Board of Directors shall specifically have the power to enact and adopt such rules and regulations as they shall deem necessary for the efficient operation of the Corporation. Such rules and regulations may be amended by the Board of Directors from time to time as they deem appropriate.

Section 3. ELECTION AND TERM OF OFFICE. Directors shall be elected for a term of one year and shall hold office until their successors have been elected and qualified.

Section 4. VACANCIES. Vacancies in the Board of Directors caused for any reason other than the removal of a Director by a vote of the membership shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum: and each person so elected shall be a Director until a successor is elected by the members at the next annual meeting.

Section 5. REMOVAL OF DIRECTORS. At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the entire membership of record. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at this meeting.

Section 6. COMPENSATION. No compensation shall be paid to Directors for their services or for their services in any other capacity, or pursuant to any other contractual arrangement whatsoever, except as otherwise defined herein. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

Section 7. ANNUAL MEETINGS. Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of election of officers and the consideration of any other business that may be properly brought before it shall be held immediately after the annual meeting of the members, at such place as the Board may from time to time determine, and no notice of such meeting shall be necessary.

Section 8. REGULAR MEETINGS. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least four such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, or email at least three (3) days prior to the day named for such meeting.

Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President on three days notice to each Director, given personally or by mail, telephone or email, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three Directors.

Section 10. WAIVER OF NOTICE. Before or at any meeting of the Board of Directors, any Director may, in writing waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meetings. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by the Directors and filed with the minutes of the Board.

Section 11. QUORUM. At the meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, by Articles of Incorporation, or by these By-Laws. If, at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting to a time not less than forty eight (48) hours from the time the original meeting was called (See Article IV, Section 6). At any such adjourned meeting, any business which might have been transacted at the meeting originally called may be transacted without further notice.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. DESIGNATION. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate three Directors to constitute an Executive Committee. The designation of such Executive Committee, and the delegation of the authority herein granted shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed on it or him or her by law. No member of the Executive Committee shall continue to be a member thereof after he or she ceases to be a Director of the Corporation. The Board of Directors shall have the power at any time to change the number of members of the Committee (which shall never be less than three) to fill vacancies thereon, to change any member thereof, to change any functions, or to terminate the existence thereof.

Section 2. POWERS. During the intervals between meetings of the Board of Directors, and subject to such limitations as may be provided by law, by these By-Laws, or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the Corporation. The Executive Committee shall make a full report of all action at the next meeting of the Board of Directors.

Section 3. MEETINGS. Meetings of the Executive Committee may be held at such time and place as may be from time to time determined by the Executive Committee upon the giving of notice personally, or by mail, telephone, or email at least (2) days prior to the date of the meeting. Attendance by a member of the Executive Committee at any meeting of the Committee shall be deemed a waiver by him of notice of such meeting which shall be deemed to be the equivalent of the giving of such notice.

Section 4. QUORUM. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of the members present at such meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VII

OFFICERS

Section 1. DESIGNATION. The principal Officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. No two principal Officers, except those of Secretary and Treasurer, may be the same person. The Directors may appoint an Assistant Secretary, an Assistant Treasurer, and such other Officers as in their judgment may be necessary.

Section 2. ELECTION OF OFFICERS. The Officers of the Corporation shall be elected annually by the Board of Directors at its annual meetings, and the Officers shall serve a term of one year and until their successors are elected and be qualified. Any vacancies occurring in the offices shall be filled by the Board of Directors, from time to time. The Board of Directors shall appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

Section 3. REMOVAL. Upon an affirmative vote of a majority of the members of the Board of Directors, any Officer may be removed, with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting called for such purpose.

Section 4. PRESIDENT. The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the membership and of the Board of Directors. He or she shall have all the general powers and duties which are usually vested in the Office of the President of a corporation, including the power to appoint committees from time to time as in his discretion he may deem appropriate to assist in the conduct of the affairs of the Corporation.

Section 5. VICE-PRESIDENT. There shall be one or more Vice-Presidents as the Board of Directors shall from time to time determine. In the absence or disability of the President, any of the Vice-Presidents, as designated by the President, shall perform the duties and exercise the powers of the President. The Vice-President shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 6. SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors, of the membership, and of the Executive Committee. He or she shall have custody of the seal of the Corporation, and of such other books and records of the Corporation as the Board of Directors may provide. He or she shall perform the duties and function customarily performed by the secretary of a corporation together with such other duties as the Board of Directors may prescribe. The Secretary will also be responsible for maintaining the schedule book, and the squawk sheets for each aircraft. The Secretary will monitor scheduling and usage of aircraft to resolve problems and complaints.

Section 7. TREASURER. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall also be the custodian of the financial books and records of the Corporation. He or she shall prepare monthly financial statements, aircraft utilization reports, operating statistics, and other reports as required. Additionally, under the direction of the President, the Treasurer shall draft an annual budget for the Board's consideration, and shall prepare monthly operating statements to compare actual revenue and expense to the budget. The Treasurer also shall be responsible for preparing aircraft billing rate analysis, maintaining and monitoring the data base and recommending adjustments to the Board.

Section 8. MAINTENANCE OFFICER. There will be one Maintenance Officer assigned to each aircraft. The Maintenance Officer shall be responsible for ensuring that the aircraft is kept in airworthy condition, that all maintenance, scheduled and unscheduled is done in a timely manner so the aircraft is kept on the flight line to the maximum extent possible. Also the Maintenance Officer shall be responsible for scheduling maintenance time in the schedule book and contacting affected members when unscheduled maintenance is performed.

Section 9. CHIEF FLIGHT INSTRUCTOR. The Chief Flight Instructor shall be responsible for the development of appropriate curriculum for the training of members in the safe and efficient operation of each Corporate aircraft. The Chief Flight Instructor shall also function as the Chief Check Pilot and shall be responsible for establishing the criteria for qualifying members to fly as PIC (Pilot in Command). All other regular member and auxiliary member flight instructors will take direction from the Chief Flight Instructor. When the Chief Flight Instructor is not available, he/she shall designate another instructor to act in his/her behalf.

Section 10. COMPENSATION. Compensation may be paid to any officers of the Corporation in dues reduction or reduction in cost of flying hours at the discretion of the Board of Directors. Any compensation to flight instructors shall be agreed upon by the instructor and his or her member client.

ARTICLE VIII

AMENDMENTS

Section 1. Except as otherwise required by law, these By-Laws may be amended at any regular meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten days prior to such meeting. Such amendment shall require an affirmative vote of two-thirds of the members at a duly constituted meeting.

ARTICLE IX

CORPORATE SEAL

Section 1. The Board of Directors may provide a suitable corporate seal containing the name of the Corporation, which seal shall be in the custody of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer.

ARTICLE X

FISCAL MANAGEMENT

Section 1. **FISCAL YEAR**. The fiscal year of the Corporation shall begin the first day of May every year, except that the first fiscal year of the Corporation shall begin the date of incorporation. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors, with prior written approval of the Government.

Section 2. **BOOKS AND ACCOUNTS**. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 3. **AUDITING AND REPORTS**. At the close of each fiscal year, the President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of the operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members and filed with the Secretary of the Corporation.

Section 4. **FIDELITY BONDS**. The Board of Directors may require that all Officers and members of the Corporation, having custody or control of corporate funds, furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

Section 5. **INDEMNITY**. Each Officer and Director shall be indemnified by the Corporation against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been an Officer or Director, except in relation to matters as to which he/she shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his/her duty as Officer or Director.

ARTICLE XI

CLUB LIQUIDATION - DISTRIBUTION OF ASSETS

Section 1. Effective May 1, 2007, each current member shall be assigned one (1) credit for each month they have been an active member in the club and shall accumulate one (1) credit for all future months.

Section 2. New members must accumulate six credits to be eligible for a share of club equity.

Section 3. If a member resigns or is terminated for any reason he/she forfeits all credits. However if such member rejoins the Club his/her previous credits will again be credited to that member. A member who has rejoined must have maintained membership in good standing for six months prior to the official date of club liquidation.

Section 4. When the club assets are liquidated, the net worth will be distributed to the membership according to the proportion of credits held by each to the total credits outstanding. For example: If there is a total of 400 credits and a net worth of \$16,000 each credit would be worth \$40. A member with 10 credits would receive \$400 and a member with 30 credits would receive \$1,200.

President _____

Secretary _____