

SKY MANOR AERO CLUB, INC.

BYLAWS

As Amended and Adopted at the Annual Meeting August 9, 2003

ARTICLE I

NAME

Section 1. The name of this Club shall be SKY MANOR AERO CLUB, INC.

ARTICLE II

PURPOSES

Section 1. The purpose of this Club shall be as follows:

- (a) to provide an entity through which members can be assured of the perpetual use of the Sky Manor Airport facilities;
- (b) to provide an entity through which members can participate in the management and operation of the Sky Manor Airport;
- (c) to promote general aviation;
- (d) to provide an entity through which members may establish such social and entertainment facilities on Sky Manor Aero Estates as are consistent with its Declaration of Restrictions and may procure and manage the property necessary for the establishment of said facilities;
- (e) to provide an entity through which members may enjoy reciprocal membership privileges with other similar aviation club

ARTICLE III

OFFICES

Section 1. The Registered Office of the Corporation shall be Sky Manor Aero Estates, City of Park Rapids, County of Hubbard, Township of Arago, State of Minnesota, and the corporation shall have other offices at such places as the Board of Directors may from time to time determine.

ARTICLE IV

MEMBERSHIP

Section 1. Membership shall be voluntary, elective and open only to Sky Manor Aero Estates property owners, in fee or as purchases by contract, and their spouses, or, if owned by a corporation, to no more than two officers of such corporation.

Section 2. The members of the immediate family of a member shall be entitled to such privileges as may be granted by the Board of Directors, and for such privileges there shall be such fees and/or dues as shall be fixed by a two-thirds (2/3) vote of all members present or voting by mail ballot at a meeting called for that purpose or at any regular meeting if ten (10) days notice shall have been given that the question of change in such fees and/or dues would be considered. The Board of Directors may at its discretion grant the member's guest such rights and privileges as the Board of Directors may deem expedient.

- Section 3. Membership in this Club may be terminated by the Board of Directors:
- (a) by a voluntary resignation tendered in writing and addressed to the Secretary;
 - (b) for the failure to pay the charges and dues herein provided;
 - (c) by termination of membership for cause. Membership shall terminate automatically by the sale or transfer of the property upon which the membership was originally granted.
- Section 4. If any member shall be charged in writing addressed to the Board of Directors, with conduct injurious or detrimental to the order, peace, interest or welfare of the Club, or at variance with the Bylaws or rules; the said Board of Directors shall inform said member thereof in writing, furnishing a copy of such charge, and giving him/her at least five (5) days notice to appear before the said Board of Directors in answer thereto. And if, upon inquiry and hearing, the Board of Directors shall be satisfied with the truth of the charge, they may censure or suspend him/her, or, if in their judgment the interest of the Club requires such action, they may, upon approval of two-thirds (2/3) of the members of the Club, terminate his/her membership.

ARTICLE V

TRANSFER OF MEMBERSHIP

- Section 1. Membership in this Club shall be nontransferable, excepting with the consent of the Board of Directors and Membership Committee of the Club, which consent shall be noted in the Membership Books of the Club.

ARTICLE VI

DUES AND ASSESSMENTS

- Section 1. Membership fees and annual dues may be set as determined by the Board of Directors and approved by a two-thirds (2/3) vote of the members present or voting by mail ballot. Assessments for general Club purposes may be levied by a two-thirds (2/3) vote of the members present or voting by mail ballot at any annual or special meeting of the Sky Manor Aero Club called for such purpose.
- Section 2. Upon nonpayment of the sums herein provided to be paid by the members, the membership and privileges herein provided shall be automatically forfeited.
- Section 3. The Board of Directors may in its discretion reinstate any member upon payment of the amounts by these Bylaws provided to be paid and may also in its discretion reinstate any member whose membership has for any reason been suspended or terminated and is currently in compliance with membership requirements as provided in these Bylaws.

ARTICLE VII

USE OF MONIES

- Section 1. All the funds received by the Club shall be used for the purpose of the Sky Manor Aero Club only. No officer shall receive any salary or remuneration, but a salary or remuneration may be paid to employees of the Club as the Board of Directors shall determine.
- Section 2. In the event that it shall be deemed by the Board of Directors that further funds are unnecessary for Club purposes for the time being, said Board of Directors may reduce or waive the amounts herein provided to be paid, for such period as in the judgment of the said Board of Directors may be justified; but in the exercise of this power there shall be no discrimination.

ARTICLE VIII

MEMBERSHIP MEETINGS

- Section 1. All meetings of the members shall be held at the Registered Office of the Corporation at Sky Manor Aero Estates, or at such other place as is designated by the Board of Directors.
- Section 2. The first Annual Meeting of the members shall be June 1, 1968, and succeeding Annual Meetings of the members shall be held on the first Saturday of August each year, or at such other time as designated by the previous Annual Meeting or the Board of Directors.
- Section 3. At such Annual Meetings the Order of Business shall be:
- (a) Minutes of the previous meeting
 - (b) Report of the Treasurer
 - (c) Report of the President and any other Officer of the Board of Directors
 - (d) Unfinished business
 - (e) New business
 - (f) Election of Directors and announcement of results
 - (g) Adjournment
- Section 4. A special meeting of the Club may be called by the Board of Directors or on request of the President or whenever five (5) or more members of the Club entitled to vote and in good standing shall make a written request to the President or the Board of Directors for the same, specifying the reasons therefore.
- Section 5. Written notice of the annual Meeting and any special meetings shall be given at least ten (10) days prior to such meeting.
- Section 6. The presence at any meeting in person or by proxy or by mail ballot of a majority of the outstanding membership shall constitute a quorum. Voting by proxy or by mail ballot shall be permitted under such rules and regulations as specified by the Board of Directors.
- Section 7. At such meetings of the members each property ownership, regardless of the extend of property owned, shall be entitled to two (2) votes. Where such ownership is represented by two (2) members of the Club such members shall have the option of casting one (1) vote each.

ARTICLE IX

BOARD OF DIRECTORS

- Section 1. The property and business of this corporation shall be managed by its Board of Directors, which shall be not less than three (3) nor more than nine (9) in number, as determined by the Annual Meeting or the Board of Directors. They shall be elected at the Annual Meeting of the members by a majority vote and shall serve for a term of one (1) year or until their successors have been elected and qualified. The Board of Directors shall be authorized to designate a nominating committee and additional nominations may be made from the floor.
- Section 2. The regular Annual Meeting of the Board of Directors shall be held without notice immediately following the adjournment of the Annual Meeting of the members for the purpose of electing officers for the coming year and to transact such other business as may properly come before it.
- Section 3. Regular meetings of the Board of Directors shall be held annually or at such other times as is determined by the Board of Directors at the Registered Office of the Corporation upon ten (10) days notice thereof.

- Section 4. Special meetings of the Board of Directors may be called by the President at any time and shall be called by him/her whenever requested to do so in writing by any two (2) members of the Board of Directors if the entire Board consist of not less than three (3) nor more than five (5) members; by three (3) Directors if the Board consists of six (6) or seven (7) members; and by any four (4) Directors if the Board consists of eight (8) or nine (9) members. Notice of Special Meetings may be given to each Director personally or by mail or e-mail at least ten (10) days prior to the meeting. A Special Meeting may be called without notice to the Directors if a full Board convenes and all agree to the holding of the meeting at such time and place and waive all right of notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing and signed by all of the Directors.
- Section 5. At all meetings of the Board of Directors a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum present shall be the act of the Board of Directors.
- Section 6. The Board of Directors may from time to time determine the order of business at meetings and establish an agenda therefore.
- Section 7. The Directors and officers of the Sky Manor Aero Club, Inc. shall not be held personally liable for its debts, liabilities or other obligations of the Corporation. *(Approved August 8, 1998)*

ARTICLE X

POWERS OF DIRECTORS

- Section 1. The Board of Directors may fix a time not exceeding thirty days preceding the date of any meeting of members as a record date for the determination of members entitled to notice of and to date at such meetings notwithstanding any transfer of any membership on the books of the Corporation after any recent date so fixed. The Board of Directors may close the books of the Corporation against transfer of membership during the whole of such period.
- Section 2. In addition to the powers and authorities conferred upon them by these Bylaws, the Board of Directors shall have the power to do all legal acts necessary and expedient to the conduct of the business of this Corporation that are not conferred upon the members by these Bylaws, or by the Articles of Incorporation, or by Statutes.

ARTICLE XI

OFFICERS

- Section 1. The Board of Directors at its first meeting and at its first meeting after each Annual Meeting of the members shall elect a President, Vice President, a Secretary/Treasurer or a Secretary and a Treasurer and a Safety and Operations officer *(Approved August 9, 2003)* from its own number, all of which officers shall be members of the Corporation. The officers shall serve for a term of one (1) year or until their successors are duly elected and qualified.
- Section 2. The Board of Directors may appoint such other officers or agents as it shall deem necessary from time to time who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
- Section 3. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and Directors; he/she shall have general active management of the business of the Corporation; he/she shall see that all orders and resolutions of the Board of Directors are carried into effect; he/she shall execute all bonds, instruments and other contracts

pertaining to the business of the Corporation unless the Board of Directors authorize otherwise; he/she shall be an Ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually invested in the office of President of a corporation.

- Section 4. The President shall, with the consent of the Board of Directors, appoint such committees as shall be deemed necessary.
- Section 5. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.
- Section 6. The Secretary shall attend all sessions of the Board of Directors, and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose; he/she shall perform like duties for the standing committees when required; he/she shall give notice or cause notice to be given of all meetings of members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President under whose supervision he/she shall be. He/she shall keep in safe custody the seal of the Corporation and, when authorized by the Board, he/she shall affix the Corporation Seal to any instrument requiring it.
- Section 7. The Treasurer shall have custody of the Corporation funds and securities and shall supervise the keeping of full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; he/she shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board of Directors, or whenever they may require it, and account of all his/her transactions as Treasurer and of the financial condition of the Corporation; he/she shall give the Corporation a bond if required by the Board of Directors in such amount as they determine and subject to such other terms and conditions as the Board may require
- Section 8. The Secretary/Treasurer, if elected in lieu of a Secretary and a Treasurer, shall perform the duties and assume the responsibilities of both offices as outlined in Sections 6 and 7 of Article XI.
- Section 9. None of the officers of the Corporation shall sign any notes or bonds for the Corporation without first securing the authority of the Board of Directors of this Corporation. Vacancies in the office of any Director or officer for any reason shall be filled by a majority vote of the remaining members of the Board of Directors, which successor shall hold office for the unexpired term in respect of which such vacancy occurred.
- Section 10. The Board of Directors may by unanimous affirmative action of the entire Board designate two (2) or more of their number to constitute an executive committee which, to the extent determined by unanimous affirmative action of the entire Board, shall have and exercise the authority of the Board of Directors in the management of the Corporation. Any such Executive Committee shall act only in the interval between meetings of the Board of Directors and shall be subject at all times to the control and direction of the Board of Directors.
- Section 11. The Corporate Seal shall be circular in form and having inscribed thereon in a circle the name of the Corporation, the state of incorporation, and the words "Corporate Seal" within the circle.
- Section 12. The Safety and Operations officer shall perform the duties as stipulated in Chapter 8000. 4400, Subpart 2, A thru H of the Minnesota Aeronautics Rules except for those duties delegated per the Club Bylaws to the Secretary and the Treasurer. (*Approved August 9, 2003*)
- Section 13. The Directors and Officers of the Sky Manor Aero Club, Inc. shall not be personally liable for its

debts, liabilities or other obligations of the Corporation. *(Approved August 8, 1998)*

ARTICLE XII

NOTICE OF MEETINGS

- Section 1. Unless otherwise provided herein, ten (10) days notice of all meetings shall be given by mail, addressed to those to whom the notice is given as their addresses appear on the Books of the Club.
- Section 2. The notice should include the phrase: If you are unable to attend the annual meeting consider assigning your vote to the Board of Directors by signing the Proxy below.
(Approved August 9, 2003)

ARTICLE XIII

CLUB PROPERTY

- Section 1. The property of the Club shall be held in the name of Sky Manor Aero Club, Inc. Any conveyance of property shall be in the name of Sky Manor Aero Club, Inc., by the President and attested to by the Secretary and the Treasurer, or by the Secretary/Treasurer if such offices are combined, or in the absence of these officers, by those delegated to perform their duties as heretofore provided. No conveyance of property of the Club shall be made except upon resolution passed by at least two thirds vote of all members of the Club.

ARTICLE XIV

MEMBERSHIP COMMITTEE

- Section 1. The Membership Committee shall consist of not less than three nor more than five members elected by the Club at its Annual Meeting or appointed by the President with the consent of the Board of Directors. Each such appointee shall serve for a period of two years.
- Section 2. The Membership Committee shall elect one of the members as Chairman and shall report to the Board of Directors through such Chairman. For this purpose the President of the Club can require the attendance of the chairman of the Membership Committee, or his/her representative, at any executive session of the Board of Directors.
- Section 3. The Membership Committee shall have full power to investigate and approve or reject applications for membership so long as its decisions are unanimous. When such unanimity cannot be reached, the issue shall be referred to the Board of Directors, where a majority vote of the Board in full session shall prevail and be decisive. In the event of the absence of any Director, the absentee Director shall appoint his/her alternate to act in his stead and shall so notify the Board of Directors in writing within forty-eight (48) hours after his/her notification. If the absentee Director does not so notify the Board, the President of the Board shall appoint someone to act in his/her stead.
- Section 4. Should a vacancy in the Membership Committee occur, the Membership Committee shall appoint a member of the Club to serve until the next annual Meeting of the Club, at which time a replacement shall be elected to serve the unexpired term.

ARTICLE XV

RECORDS

- Section 1. Members shall be permitted to inspect the Books of the Corporation at all reasonable times.

- Section 2: All contracts and notes of the Corporation shall be signed by the Secretary and the Treasurer, or the Secretary/Treasurer, and countersigned by either the President or Vice President. All checks issued by the Corporation shall be signed by the Treasurer or in his/her absence by the President or Vice President.
- Section 3. The Board of Directors may, at each Annual Meeting of membership of the Club when called for by membership vote, shall present a full and clear statement of the business and condition of the Corporation.
- Section 4. The Board of Directors may bond all authorized officers to sign checks or disburse funds, and may bond any other officers or agents of the Corporation.

ARTICLE XVI

AMENDMENTS

- Section 1. These Bylaws may be altered or amended by a two-thirds (2/3) vote of the membership present or voting by mail at any Annual or Special Meeting, provided that thirty days notice of such proposed amendments or alterations shall have been given in the notice of such meeting.

