

BYLAWS OF NEO-FLITES FLYING CLUB

A NOT FOR PROFIT CORPORATION

ARTICLE ONE

GOVERNING LAWS

Introductory Definition of Bylaws

1.01. These Bylaws constitute the code of rules adopted by NEO-FLITES FLYING CLUB, INC for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and Such powers as are now or may be granted hereafter by the General Not for Profit Corporation Act of the State of Illinois, or any successor legislation. The primary purpose of this Corporation is social and recreational; related directly to the sharing by the members of a common interest in aviation.

ARTICLE TWO

OFFICERS AND AGENCY

Principal and Branch Offices

2.01. The principal office of this Corporation in Illinois will be located at such place as the Board of Directors from time to time may designate by resolution. In addition, the Corporation may maintain other offices either within or without the State of Illinois as its business require.

Location of Registered Office

2.02. The registered office of this Corporation may, but need not, be the same as its principal office. The address of the registered office will be identical with the office of the Registered Agent of this Corporation. Such office will be continuously maintained within the State of Illinois for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's Office.

Selection of Registered Agent

2.03. The Registered Agent of this Corporation may be either an individual, resident of the State of Illinois, or a domestic or foreign corporation, authorized to act as such agent. Such an agent will be continuously maintained by this Corporation in the State of Illinois. A new Registered Agent may be appointed if the office of Such Agent becomes vacant for any reason, or Such

Agent becomes disqualified or incapacitated to act, or if the Corporation through the Board of Directors revokes the appointment of Such Agent by duly adopted resolution. The new appointment will be made by duly adopted resolution of the Board of Directors and submission of the appropriate statement to the Secretary of State's office. Such Registered Agent will be recognized as an agent of this Corporation on when any process, notice, or demand required or permitted by law to be served on a Corporation may be served.

Resignation of Registered Agent

2.04. The Corporation will not recognize the resignation of any Registered Agent appointed by it unless it receives a copy of Such Agent's resignation as sent to the Secretary of State, Such copy to be sent to the Corporation -by registered or certified' mail, addressed to the principal office of the Corporation as it is known to Such Agent, and directed to the attention of the Secretary, Such copy to be sent within five (5) days after the date of filing of the statement with the Secretary of State¹ and such statement of resignation will be acceptable only if it discloses the effective date of resignation to be not less than sixty (60) days nor more than ninety (90) days after the date of such filing.

ARTICLE THREE MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those persons having membership rights in accordance with the provisions of the articles of Incorporation and these Bylaws.

Class of Members

3.02. This Corporation will have only one class of Members. Certificates of membership evidencing Membership will not be issued by the Corporation.

Qualification of Membership

3.03. Any person who subscribes to the purpose of the Neo-Flites Flying Club is eligible for membership in the Club. Membership is subject to the following limitations:

- (1) An initiation fee \$500.00 is paid
- (2) Approval of the Board of Directors

Members' Dues

3.04. The monthly dues payable to the Corporation by the Members will be in such amounts as may be determined from time to time by resolution of the Board of Directors. The initiation fee of \$500.00 will be payable and submitted in full with the application for membership.

Assessments

3.05. Memberships will be non-assessable.

Place of Members' Meetings

3.06. Meetings of Members will be held at the registered office of this Corporation in the state of Illinois or at such other place, be it physical or virtual, as designated by the Board of Directors in the notice of meeting.

Members' Meetings

3.07. The club shall meet at least quarterly. The dates shall be set by the Board of Directors.

Special Members Meetings

3.08. Special meetings of the Members may be called by either of the following:

- 1) The Board of Directors
- 2) The President
- 3) A number of proportion of Members having one quarter (1/4) of the votes entitled to be cast at such meetings.

Notice of Members' Meetings

3.09. Written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more than forty (40) days before the date of the members' meeting, either personally or by registered mail or email, by or at the direction of the President, the Secretary, or the officers or other persons or Members calling the meeting, to each member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the corporation, with postage prepaid.

Voting Rights of Members

3.10. Each Member will be entitled to one vote on each matter submitted to a vote of members.

Cumulative Voting Rights

3.11. In all elections for Directors each Member entitled to vote will have the right to cumulate such vote and to give the candidate a number of votes equal to such vote multiplied by the number of Directors to be elected, or to distribute the multiple votes on the same principle among as many candidates as the member may think fit.

Election by Mail or Zoom

3.12. In the election of Directors or Officers of this Corporation, such election may be conducted by mail or on Zoom according to any procedure instituted and adopted by resolution of the Board of Directors.

Quorum of Members

3.13. The number or percentage of Members entitled to vote represented in person which constitutes a quorum, at a meeting of Members will be Members holding one-half (1/2) of the votes entitled to be cast in such manner. The vote of a majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the General Not For Profit Corporation Act, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Transferability of Membership

3.14. Membership in this Corporation is nontransferable and non-assignable.

Termination of Membership

3.15. Membership will terminate in this Corporation on any of the following events, and for no other reason:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member, his family or his duly authorized attorney in fact.
- (2) On the death of Member.
- (3) On the failure of a Member to pay his invoice on or before their due date.
- (4) For cause, inconsistent with membership, after appropriate hearing.

However, a Member's terminating Membership status for reasons other than (2) above may be completely and automatically reinstated if correcting the cause of the termination before formal adoption by the Board of Directors of a resolution acknowledging such termination.

ARTICLE FOUR

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the affairs of this Corporation.

Structure of Board

4.02. The Board of Directors of this Corporation will constitute a single-class and shall consist of elected Officers, Chief Pilot, and any other members the Board chooses to appoint.

Number of Directors

4.03. The number of Directors of this Corporation will not be fewer than three (3) at any time.

Terms of Directors

4.04. The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until December 12, 1976 or the first annual election of Directors. Thereafter, Directors will hold office for the term for which elected and until a successor has been elected and qualified.

Vacancies on the Board

4.05. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by the Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

Place of Directors' Meetings,

4.06. Meetings of the Board of Directors, regular or special, will be held at the registered office of this Corporation or at any other place, be it physically or virtually, within or without the State of Illinois, as provided, or at such place or places as the Board of Directors designates by resolution duly adopted.

Regular Director's Meetings

4.07. Regular meetings of the Board of Directors will be held quarterly and shall be open to all members. This provision of the Bylaws constitutes notice to all Directors of regular meetings for all year and instances, and no further notice will be required although such notice may be given.

Notice of Special Directors' Meetings

4.08. Notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than five (5) days before the date of the meeting, either personally, by email or text or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail by registered or certified mail addressed to the Director at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of such meeting.

Call of Special Board Meetings

4.09. A special meeting of the Board of Directors may be called by either:

- (1) The President.
- (2) A majority of the Board of Directors.

Waiver of Notice

4.10. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where Such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.11. A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the General Not for Profit Corporation Act, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

ARTICLE FIVE OFFICERS

Roster of Officers

- (1) A President
- (2) A Vice President
- (3) A Secretary
- (4) A Treasurer
- (5) A Chief Pilot, Instructors, Chief Maintenance Officer, and other officers shall be appointed by the Board of Directors as it deems necessary to carry out the function of the Club.

Selection of Officers

5.02. Each of the Officers of this Corporation will be elected annually by the members. Each officer will remain in office until a successor to such office has been selected and qualified. At least two months prior to the Annual Meeting, the President shall appoint a Nomination Committee of not less than three members. It shall be the duty of the Nomination Committee to nominate at least one member for each elective position. Elections shall take place at the regular meeting of the Members; and further nominations may be made from the floor.

Multiple Officeholders

5.03. In any election of the Officers, the Members may elect and appoint a single, person to any two or more offices simultaneously, except that offices of the President and Secretary must be held by separate individuals.

President

5.04. The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directorial Committee, supervise and control the affairs

of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

The President shall preside at all meetings of the members and of the Board of Directors. The President shall perform such duties as customarily pertain to the office of the President or as he (or she) may be directed to perform by resolution of the Board of Directors-and the members, not inconsistent with provisions of law or these Bylaws.

The rules contained in "Robert's Rules of Order, Revised" shall govern in all cases to which they are not inconsistent with these Bylaws.

Vice President

5.05. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

Secretary

5.06. The Secretary will keep Minutes of all meetings of Members and of the Board of Directors, will give all notices as are required by law and by these Bylaws, and, generally, will perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Treasurer

5.07. The Treasurer will have charge and custody of all funds and corporate records of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors and to the Members as required by the Board of Directors or Members, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Removal of Officers

5.08. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interests of this Corporation will be served.

ARTICLE SIX INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice whatsoever is required to be given under the provisions of the General Not for Profit Corporation Act, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

ARTICLE SEVEN OPERATIONS

Fiscal Year

7.01. The fiscal year of this Corporation will be the calendar year.

Execution of Documents

7.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Books and Records

7.03. This Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and Directorial Committee. The Corporation will keep at its principal office a record giving the names and addresses of its members entitled to vote.

Inspection of Books and Records

7.04. All books and records of this Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Not for Profit Corporations

7.05. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

ARTICLE EIGHT

Dissolution of the Club

8.01. If, at any time, the Club shall cease to carry out the purpose herein stated, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization selected by the Board of Directors, which has similar purposes and has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954 as now enacted or as it may hereafter be amended, and such assets and property shall be applied exclusively for such charitable, scientific, and educational programs. '

ARTICLE NINE AMENDMENT

Modification of Bylaws

9.01. These Bylaws may be amended by a majority of the Members responding provided notice of the proposed amendment shall have been sent by mail or email to every member, and during one meeting of members sufficient time has been provided for a discussion of the proposed amendment.

ARTICLE TEN REMOVAL

10.01. Any member who does not pay the dues and fees or is in gross violation of the operating procedures set forth by the Board of Directors and the Federal Aviation Regulations shall be removed from membership and shall lose all rights and privileges thereof.

A finding of a violation under the above provisions by the Board of Directors shall be conclusive evidence of such violation.

ARTICLE ELEVEN PETITION AND REFERENDUM

11.01 Each Member of the Club shall have the right to petition the Board on any club matter. If the Board does not concur the Board must submit the issue to the membership for a referendum.

ARTICLE TWELVE

Adoption of Bylaws

12.01. Adopted by the Board of Directors by resolution and vote _____ for to _____ against on _____, 1976, at _____, Illinois.

Directors Approving: Original Signors

Amended April 27th, 2015, Amended Nov. 27, 2017, Amended Dec. 2020, Updated Feb. 2024