BY LAWS

of the

CENTER "O" FLYINGCLUB

ARTICLE ONE

LOCATION, PURPOSE AND MEETING SCHEDULE.

1.1 The Center "O" Flying Club (hereinafter referred to as Club) shall be located in Thurston County, Washington.

1.2 The Club's purpose is to provide and maintain private aircraft for the non-commercial use of its members and to offer flight instruction to members.

1.3 During the months of February or March of each year, there shall be a meeting of the general membership of the Club. At this meeting, the Board of Directors shall be elected to serve until the next annual meeting. Other meetings of the general membership may be scheduled from time to time by the Board of Directors.

1.4 The Board of Directors of the Club shall meet every month at a time and place to be established by the Board of Directors. All members may attend Board meetings, but only Board members may actively participate and vote at these meetings.

ARTICLE TWO

MEMBERSHIP.

2.1 The Board of Directors shall determine the number of memberships in the Club and the price for purchase of a membership from the treasury of the Club. The maximum number of memberships shall be sixty (60).

2.2 There shall be three classes of membership:
(a) Active,
(b) Suspended,
(c) Honorary.

2.3 An Active member must be an individual of good moral character, responsible, and able and willing to meet financial obligations to the Club. Such person must possess or have the ability to procure all licenses and certificates or permits required by any governmental agency for the operation of aircraft.

2.4 An active member shall have all the rights, privileges, powers, benefits and responsibilities of participation in the club including the right to sit as a voting member of the Board of Directors. A husband and wife may jointly hold a single unit of membership. They shall both enjoy all the rights, privileges, powers, benefits of membership except they shall count as one for voting and for establishing a quorum. Only one of them, as they shall agree, may cast the vote of their membership although either may vote or be counted in a quorum in the absence of the other. Any dependent as defined by IRS regulations, and still domiciled with his/her parents may enjoy full active membership, except a dependent shall not be a member of the Board of Directors, counted as a quorum, or allowed to vote. All financial obligations incurred by the exercise of active membership by a dependent shall be deemed guaranteed to the Club by the member parent or guardian in a form approved by the President.

2.5 A suspended member is any member whose active membership has been suspended by the member himself, or by order of the President for violation of the Flight Operation Rules, or by order of the Treasurer for violation of the Financial Responsibility Rules, or by a resolution of the Board of Directors. Grounds for suspension by the Board of Directors shall include:
(a) Failure of the member to maintain his qualifications for active membership under paragraph 2.3 of these bylaws,
(b) Failure of the member to meet financial obligations to the Club,
(c) failure to operate the equipment of the club in a lawful and prudent manner,
(d) Violation of any Flight Operation Rule or Financial Responsibility Rule of the Club.

A suspended member shall have none of the rights, privileges powers or benefits of participation in the Club except for the right to attend meetings and speak. A suspended member may be reinstated by himself if he suspended himself or by the President or by the Treasurer if originally suspended by that officer, or by vote of the Board of Directors. A suspended member shall remain liable for any dues, assessments or charges outstanding at the time of the suspension or accruing during the time of his suspension.

2.6 The Board of Directors may by resolution order the termination and forfeiture of a membership. Grounds for termination and forfeiture of a membership shall include, but not be imitated to:

(a) Failure of the member to maintain his qualifications for active membership under paragraph 2.3 of these bylaws,
(b) Failure of the member to meet financial obligations to the Club,
(c) Failure to operate the equipment of the club in a lawful and prudent manner,
(d) Violation of any Flight Operation Rule or Financial Responsibility Rule of the Club.

A suspended individual shall be entitled to notice by certified mail sent to the address carried on the records of the Treasurer and a hearing before the Board of Directors, if one is requested within seven days of notice, before an order of termination forfeiture, or suspension is entered in the records of the Club. If an active membership is held in the treasury of the Club pursuant to a termination and forfeiture, it may be sold. No membership shall be transferred from an existing member to a new member, but from the Treasurer of the Club. A new member shall pay the price of membership to the Treasurer and the Treasurer shall first deduct from the moneys so paid any obligation owing to the Club by the member selling his membership and any balance, after said deduction, shall be paid to the member leaving the Club.

2.7 An honorary membership may be granted, by resolution of the Board of Directors, to a member who has in the opinion of the Board of Directors, served the Club in such a manner as to merit this privilege. The granting, denial or withdrawal of honorary membership status shall be at the sole discretion of the Board of Directors.

ARTICLE THREE

BOARD OF DIRECTORS, ELECTION TERM AND POWERS.

3.1 A Board of Directors consisting of nine (9) persons shall conduct the business of the Club. The board shall have the full authority to manage the affairs of the Club including, but not limited to, payment of bills, maintenance of aircraft, adoption of flight and safety rules, admission, termination and suspension of members and all other matters normally and routinely encountered in the running of a corporation.

3.2 The members of the Board and Officers shall be required to be members in good standing of the Club and shall serve until the next annual meeting. Any officer or board member may be elected to successive terms.

3.3 In the event of a vacancy in any of the offices or on the board, said vacancy shall be filled by the remaining board members and said new board member or members shall serve until the next annual meeting.

3.4 The Board of Directors and Officers may not incur an obligation in excess of $1,500 without written notice to the membership of its intent to do so, which written notice shall be given to the full membership at least ten (10) days prior to the Board of Directors meeting at which said indebtedness is to be voted on; Provided, however, this limitation shall not apply to necessary repairs, maintenance or routine operating expenses.

3.5 The Board of Directors shall adopt Flight Operating Rules and Financial Responsibility Rules to govern the flight operations and financial responsibility of the membership. Violation of these rules may be grounds for a penalty charge to the account of the violator and/or a suspension or termination as provided in paragraph 2.6 and 2.7 of these bylaws.

3.6 At the annual meeting of the general membership, the Board of Directors shall be elected according to the following procedure. At least one (1) month prior to the annual meeting, any member interested in serving on the Board shall submit his name in writing to the Secretary of the Club. The Secretary shall provide a list of all names submitted to the general members who attend the annual meeting. Of the names on the list, each member shall choose nine (9). Those individuals receiving the most votes, shall constitute the Board of Directors for the following year.

ARTICLE FOUR

OFFICERS.

4.1 The officers of the Club shall be elected by the Board of Directors at the first Directors meeting subsequent to the annual meeting of the general membership. Officers shall serve a term of one (1) year subject to the continued approval of the Board of Directors. The Officers of the Club shall be elected to the following positions with the associated duties and powers:

a) President, who shall preside at all meetings, shall sign all agreements made on behalf of the Club and perform the other duties incidental to his office. The President may appoint committees of one or more members and assign them responsibilities. The President shall appoint two standing committees: (1) an Audit Committee and (2) a Maintenance Committee and shall define their powers and duties. He shall also have authority to execute all papers, documents and instruments on behalf of the Club except as to real estate where the Secretary shall be a cosigner, and except as maybe otherwise required by law or by these bylaws or the articles of incorporation.

(b) Vice President, who shall perform the duties of the President in his absence or in case of vacancy or the inability of the President to act.

(c) Secretary, who shall keep the minutes of all meetings, shall keep a file of and attend to all correspondence for the Club, and shall have custody of all papers, documents, instruments and records except those of the Treasurer.

(d) Treasurer, who shall: (1) render statements of account to the membership on a monthly basis, (2) receive all moneys and securities of the Club, (3) deposit all funds in a checking or savings account in a financial institution to be approved by the Directors, (4) pay all accounts due from the records, (5) keep and maintain all membership records, and (6) give security for the faithful performance of his/her duties if required to do so by the Directors. He/she shall keep an accurate account of all receipts and disbursements and submit a record of his/her acts at each meeting of the Board of Directors and annually or more often as required by the President for the inspection of the Audit Committee.

ARTICLE FIVE

MEETINGS, DIRECTORS AND GENERAL MEMBERSHIP.

5.1 At meetings of the Board of Directors, five (5) members shall constitute a quorum. A majority vote of those present shall be sufficient for all business.

5.2 At the annual meeting of the general membership, there shall be no quorum requirement provided reasonable notice of the meeting has been given to all the members.

5.3 At all general membership meetings, other than the annual meeting, a quorum shall consist of twenty (20) members. Except for amendments to these Bylaws a majority vote of those present shall be sufficient for all business.

5.4 The meetings of the Board of Directors and general membership meetings shall be conducted as provided in Robert's Rules of Order except as may be otherwise provided by these Bylaws.

ARTICLE SIX

AMENDMENT TO BYLAWS.

6.1 These Bylaws may be amended only at the annual meeting, or a special meeting of the general membership called for that purpose. A minimum of ten (10) day's notice shall be required for a meeting called for the purpose of amending the Bylaws. This Notice shall contain the text of any proposed change.

ARTICLE SEVEN

EVIDENCE OF MEMBERSHIP AND TRANSFER.

7.1 All certificates ever issued by the club to show membership are null and void.

7.2 The club's treasurer shall keep the official record of membership using the club's accountancy software that shows all transactions the club makes.

7.3 Any dispute about membership shall be settled by the Board of Directors of the club