

**BYLAWS of
United Flying Club, Inc.**

**ARTICLE I
RECITALS AND DEFINITIONS**

1.1 NAME: The name of this Corporation shall be United Flying Club, Inc. and shall be referred to herein as the Corporation or Club.

1.2 CORPORATION IS NONPROFIT: This Corporation has been formed pursuant to the California Nonprofit Mutual Benefit Corporation Law as a mutual benefit corporation.

1.3 PURPOSE: The specific purpose for which this corporation is formed is to provide its members a means by which they may obtain at reasonable cost the opportunity to engage in pleasure and recreational flying, promote flight safety and proficiency. To conserve and administer the property of the club, to foster good will and association between its members, and to provide them flying facilities and the advantage of corporate limited liability.

1.4 DEFINITIONS: As used herein, unless the context indicates otherwise, the term:

1.4.1 Club means the United Flying Club, Inc.

1.4.2 Board refers to the Board of Directors

1.4.3 Members, Officers, Committees and subjects treated generally refer to and mean those of this Club

1.4.3 Any word denoting gender used in these bylaws shall apply equally to either gender as the context may require.

**ARTICLE II
PRINCIPAL OFFICE**

2.1 PRINCIPAL OFFICE: The principal office of the Corporation shall be located in the County of San Mateo, State of California.

**ARTICLE III
MEMBERSHIP**

3.1 MEMBERSHIP: Membership shall at all times be contingent upon the fulfillment of all obligations to the Club. Membership in the Club is subject to Board approval and is governed by the Club Bylaws and rules. No membership shall be valid unless the member meets and continues to meet the requirements of membership according to the policies of the Club. Any member shall be willing to contribute resources or energy, and skill to the objectives of this Club.

3.1.1 There shall only be one class of members and no person shall hold more than one membership in the Club. Except as provided in paragraph 3.1.3 all members shall have the same rights, privileges, preferences, restrictions and conditions.

3.1.2 Membership shall include qualified current, furloughed and retired employees of United Airlines, United Express, their dependents, close family members, and sponsored pilots approved under paragraph 3.1.3.

3.1.3 Club members who are active, furloughed or retired employees of United Airlines or United Express shall be allowed to recommend, as prospective members, pilots who are not affiliated with United Airlines or United Express, with the limitation that they shall be the sponsors of only one person at any given time that gains membership under paragraph 3.1.3. These sponsored members must possess, as a minimum, a Private Pilot Certificate and a current Medical Certificate.

3.1.4 A Membership Committee Volunteer must interview Prospective members before they are presented to the Board for final action. Board approval, with four (4) or more affirmative votes is required for membership.

ARTICLE IV MEMBERSHIP VOTING

4.1 VOTING RIGHTS: On each matter submitted to a vote of the members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each member shall be entitled to cast one vote.

4.2 ELIGIBILITY: The persons entitled to vote at any meeting of the members shall be those persons who are members in good standing. In order to be in good standing, a member must be current in the payment of all dues and other obligations duly imposed pursuant to Article X, and not be subject to a suspension of voting rights as the result of any disciplinary proceeding conducted in accordance with Article VI.

4.3 MANNER OF CASTING VOTES:

(a) VOTING AT A MEETING OR BY WRITTEN BALLOT. Voting may be by voice or by ballot, provided that any election of Directors or Officers shall be conducted by secret ballot either cast by members in person at a meeting or by written ballot. Voting by written ballot shall be in accordance with Section 4.5 Article IV.

(b) PROXIES. Members otherwise eligible to vote at a meeting may do so in person or by proxy. Proxy voting shall be further subject to the provisions of Section 4.4.

(c) BALLOTS IN DIRECTOR ELECTIONS. Any ballot used in the election of Directors or Officers shall set forth the names of the candidates whose names are known to be in nomination at the time the ballot is issued. The ballot shall also provide a space where the member can designate a vote for another candidate (a "write-in" candidate), and a space wherein the member can withhold a vote for a candidate. Any written ballot used in the election of Directors or Officers shall be so prepared for use by the members to ensure their completion and collection in secrecy. All ballots completed shall be made part of the club records.

(d) CUMULATIVE VOTING. Cumulative voting shall not be permitted. i.e.; Only one vote allowed for each office.

4.4 PROXIES:

(a) PROXIES, GENERAL. Any member entitled to vote on any matter, other than the election of Directors or Officers, may do so either in person or by one or more agents authorized by a written proxy signed by the member and filed with the Secretary of the Corporation. No proxy shall be valid for a term in excess of 11 months from the date of issuance. Proxy forms shall be dated to assist in verifying their validity.

(b) EFFECTIVENESS. Every proxy continues in full force and effect until revoked by the issuing member prior to the vote pursuant thereto. Any proxy issued hereunder shall be revocable by the person executing such at any time prior to the vote pursuant thereto, by (I) delivery to the Secretary of a written notice of revocation, (II) a subsequent proxy executed by the member superseding the prior proxy and presented to the meeting, or (III) as to any meeting, by attendance at such meeting and voting in person by the member executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmarks contained on the envelopes in which they are mailed. A proxy shall be deemed revoked when the Secretary shall receive actual notice of the death or judicially declared incompetence of the member issuing the proxy, or upon termination of such member's status as such.

4.5 ACTION WITHOUT MEETING BY WRITTEN BALLOT: Any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements;

4.5.1 The Club distributes a written ballot to every member entitled to vote on the matter;

4.5.2 The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide no less than 12 days within which to return the ballot to the Club;

4.5.3 The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action pursuant to Section 5.6 Article V; and

4.5.4 The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE V MEMBERSHIP MEETINGS

5.1 PLACE: Meetings of members shall be held at the principal office of the Club at such location within the State of California as may be designated from time to time by resolution of the Board.

5.2 ANNUAL MEMBERSHIP MEETING: The members shall meet annually during the first week in February each year for the purpose of transacting such proper business as may come before the meeting, including the installation of

the Board of Directors (Officers) for the coming term.

5.3 SPECIAL MEETINGS: Special meetings of the members may be called by the Board or alternately upon written request of five percent (5%) or more of the membership.

5.4 NOTICE OF MEETINGS: Whenever members are required to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat: provided, however that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting.

5.5 CONTENTS OF NOTICE: The notice shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) In the case of the regular meeting, those matters which the Board, at the time the notice is given intends to present for action by the members entitled to vote; but any proper matter may be presented at the meeting for such action so long as a quorum is present. The notice of any meeting at which Directors or Officers are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

5.6 QUORUM: At any meeting duly called, the majority of the membership voting power, represented in person or by proxy, shall constitute a quorum. Any meeting may be adjourned from time to time by a vote of the majority of members present.

5.7 WAIVERS, CONSENTS AND APPROVALS: The transaction of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy; and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy, signs a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made part of the minutes of the meeting. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person attends the meeting for the sole purpose of objecting at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting which are required to be described therein pursuant to Section 5.5, if that objection is expressly made at the meeting.

5.8 RECORD DATE FOR MEMBER NOTICE, VOTING AND GIVING CONSENT: For the purpose of determining which members are entitled to receive notice of any meeting, vote, act by written ballot without a meeting or exercise any rights in respect to any other lawful action, the Board of Directors may fix, in advance, a "record date" and only members of record on the date so fixed are entitled to notice, to vote, or to take action by written ballot or otherwise, as the case may be. The record dates established by the Board of Directors pursuant to this section shall:

(a) In the case of determining those members entitled to notice of a meeting, not more than ninety (90) days before the date of the meeting

(b) In the case of determining those members entitled to vote at a meeting, not more than sixty (60) days before the date of the meeting

(c) In the case of determining members entitled to cast written ballots, not more than sixty (60) days before the day on which the first written ballot is mailed or solicited

(d) In the case of determining members entitled to exercise any rights in respect to other lawful action, not more than sixty (60) days prior to the date of such action.

RECORD DATE: For purposes of this section 5.8, a person holding a membership as of the close of business on the record date shall be deemed the member of record.

5.9 CONDUCT OF MEETINGS: The President of the Club, or in his absence, a Vice-President, shall call meetings of members to order and shall act as chairman thereof. In the absence of the President and of a Vice-President, a majority of members present in person may elect any person to act as chairman of the meeting. The Secretary shall act as secretary of the meeting, or, in his absence, the chairman may appoint any person present to act as secretary of the meeting.

ARTICLE VI MEMBERSHIP RIGHTS AND RESPONSIBILITIES

6.1 MEMBERSHIP BOOK: The Club shall keep in written form membership records containing the name, address, and status of each member. These records shall also contain the fact of termination and the date on which such membership ceased and shall be kept for a seven year period.

6.2 INSPECTION RIGHTS OF MEMBERS:

6.2.1 A member may inspect and copy the record of all the members' names, address and voting rights, at reasonable times, provided they execute a written demand at least five (5) business days prior to the inspection thereof to the Club Secretary stating the purpose for which the inspection rights are requested.

6.2.2 A member may obtain from the Club Secretary, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date. The demand shall state the purpose for which the list is requested.

6.3 MEMBERSHIP CERTIFICATES: The Club shall not issue membership certificates.

6.4 NON LIABILITY OF MEMBERS: A member of the Club shall not, solely because of such membership, be personally liable for the debts, obligations or liabilities of the Club.

6.5 TRANSFER OF MEMBERSHIP: Neither the membership in the Club nor any rights in the membership may be transferred.

6.6 NON FLYING STATUS: Any member may request, from any Board member, to be placed in a non flying status. Such non flying status may be granted provided any outstanding financial obligations to the Club have been resolved by the member. While in this status, the member will be removed from the active flying list. These members will be responsible for the continued payment of monthly dues.

6.7 TERMINATION OF MEMBERSHIP: A member may be expelled, their membership suspended or terminated upon occurrence of any of the following events:

6.7.1 The voluntary resignation of a member upon such members' written request for such termination delivered to the President or Secretary of the Club personally or sent by first-class mail, postage prepaid.

6.7.2 The death of a member.

6.7.3 The non-payment of dues, flight charges or other financial obligations to the Club.

6.7.4 Failure to comply with Club rules and regulations.

6.7.5 Demonstration of conduct materially detrimental to the effective, efficient operation of the Club.

6.8 RELINQUISHMENT: Upon termination of membership a members deposit will be reimbursed after the members financial obligations to the Club are met.

6.9 BOARD ACTION: Following the determination by the Board of Directors that a member should be expelled, their membership suspended or terminated in accordance with the provisions of Sections 6.7.3, 6.7.4 or 6.7.5 the following procedure shall be implemented:

Such member will be given both a fifteen (15) days' prior notice of the termination stating the reasons therefore and a timely opportunity to be heard.

The notice shall be given personally, in writing, to such member or sent first class mail or registered mail to the last address of such member as shown on the records of the club. An affidavit of giving of this notice shall be executed by the Secretary and shall be prima facie evidence of the giving of the notice.

The opportunity to be heard may, at the election of such member, may be oral or in writing and shall occur not less than five (5) days before the effective date of termination and the hearing shall be conducted by the Board of Directors.

Subsequent to the hearing, the Board shall determine if the member should or should not be expelled or the membership should or should not be terminated, or if the member should or should not be otherwise sanctioned. The vote required to fine or expel a member, to suspend or terminate membership or determine other penalties shall require four (4) affirmative votes of the Board members.

**ARTICLE VII
BOARD OF DIRECTORS**

7.1 GENERAL POWERS AND RESPONSIBILITIES: All corporate powers shall be exercised by and under the authorization of, and the business affairs of the Corporation shall be controlled by, the Board of Directors. Two directors shall cosign all checks drawn upon, or withdrawals of, funds of the Corporation.

7.2 NUMBER OF DIRECTORS AND QUALIFICATIONS: The directors of the Corporation shall be five (5) in number and must be members in good standing.

7.3 DIRECTORS AS OFFICERS: The directors shall also serve as the following officers of the club and shall be so nominated and elected to that office at the same time as nominated and elected as director:

- (i) One director shall be President and Chairman of the Board of Directors.
- (ii) A second director shall be Vice-President, and;
- (iii) A third director shall be Secretary/Chief Financial Officer and hereinafter called Secretary or Treasurer as the term suits, and;
- (iv) A fourth director shall be Flight Manager, and;
- (v) A fifth director shall be Maintenance Manager

7.4 TERM OF OFFICE: Each director elected, who is also at the same time elected as an officer of the club, shall hold office for a term of one year and until a successor director has been elected and qualified. Directors elected to fill a vacancy shall hold office for the remaining time of the term of office of the director vacating the office. Installation of directors and officers elected annually shall be made at the Annual Membership Meeting and their assumption of office and duties shall be effective upon installation at that meeting. If directors are elected at a special meeting or another regular meeting of the members, they shall take office immediately following the conclusion of the meeting at which they are elected.

7.5 NOMINATION OF DIRECTORS: At least ninety (90) days prior to the date of the annual membership meeting, the President shall appoint a Nominating Committee, to consist of at least three (3) members, who are in good standing and qualified to vote, to select qualified candidates for election as directors for the following term. The Nominating Committee shall consist of a Chairman and two (2) or more members of the club. The committee shall accept nominations from members until December 15 of the year prior to the annual meeting, and at such time they shall make their report to the Board. The nominating Committee shall endeavor to prepare a slate of at least two (2) candidates for each directorship.

7.6 ELECTION OF DIRECTORS: The record date, of membership, for the purpose of determining the members entitled to cast written ballots shall be January 1 (first) preceding the Annual Meeting. The Nominating Committee will prepare ballots pursuant to Section 4.3 (c) Article IV, to be mailed by United States first class mail to those members eligible to vote at least twenty (20) days prior to the Annual Meeting. Ballots cast by members must be postmarked no later than seven (7) days prior to the Annual Meeting and returned, by United States first class mail, to a designated election inspector in order to be counted. A majority of affirmative votes presented is necessary to elect any nominee for that directors position.

7.7 RESIGNATIONS: Any Director of the corporation may resign at any time by giving written notice to the Chairman of the Board or the Secretary of the Corporation. The resignation of any director shall take effect at the time of receipt of such notice or at any later time specified therein: and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.8 REMOVAL OF DIRECTORS: The entire Board of Directors or any individual director may be removed from office prior to expiration of term without cause by the affirmative vote of a majority of the votes represented, entitled to vote, and voting at a duly held meeting of members at which a membership quorum (Section 5.6 article V) is present. In case the Board or any one or more directors be so removed, new directors may be elected at the same meeting.

7.9 VACANCIES: The Board of Directors may declare vacant the office of a director; (a) if he is declared of unsound mind by an order of court or final conviction of a felony; (b) or if within sixty days after his election, he does not accept such office, either in writing or by attending a meeting of the Board of Directors; (c) fails to attend three (3) consecutive regular meetings of the Board of Directors, and fulfill such other requirements or qualifications as the Articles and Bylaws may specify.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any director, or, if the authorized number of directors be increased.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

7.10 FILLING OF VACANCIES: Unless a vacancy is created by removal of a director from office, vacancies on the Board may be filled by the vote of a majority of a quorum of the Board, or if the number of directors then in office is less than a quorum, the vacancy may be filled by (A) the unanimous written consent of the remaining directors, (B) the affirmative vote of a majority of the remaining directors then in office at a duly held meeting, or (C) by the sole remaining director.

When a director is removed from office, his or her position shall be filled by the affirmative vote of a majority of a quorum of the members conducted at a duly held meeting at which a quorum is present or by written ballot. Furthermore, the members may elect a director or directors at any time to fill any vacancy or vacancies not

filled by the directors by an election conducted at a duly held meeting of the members at which a quorum is present or by written ballot.

7.11 COMPENSATION: The directors shall not be compensated for attendance at regular monthly Board meetings.

ARTICLE VIII BOARD MEETINGS

8.1 REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held on a monthly basis.

8.2 SPECIAL MEETINGS: Special meetings of the Board of Directors for any purpose may be called by the President or any two directors. They shall be held at the principal place of the Corporation or at any other place within or without the State designated from time to time by resolution of the Board or by written consent of all members of the Board. Written notice of the time and place of special board meetings shall be delivered personally to the directors, or sent to each director by United States first-class mail, postage prepaid at least ten (10) days before the meeting. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

8.3 ATTENDANCE BY MEMBERS: All regular meetings of the Board shall be open to club members; provided, however, that non-director members may only participate in deliberations or discussions of the Board when expressly authorized by a vote of a majority of a quorum of the Board; and provided further that the Board shall be entitled to adjourn at any time for purposes of reconvening in executive session to discuss sensitive items, personnel matters or business of similar nature.

8.4 MEETING WITH WRITTEN CONSENT: Any meeting of the Board of Directors shall be valid wherever held, if held by written consent of all members of the Board of Directors given either before or after the meeting and filed with the Secretary of the Corporation.

8.5 ACTION WITHOUT MEETING: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

8.6 QUORUM: No less than eighty percent (80%) of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority vote of the directors present, or by authorized proxy, at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, excepting where a greater vote is required by these Bylaws or by the law.

ARTICLE IX OFFICERS

9.1 OFFICERS: Officers of the Club shall be President, Vice-President, Secretary/Chief Financial Officer, Flight Manager and Maintenance Manager. The officers shall also be Directors in accordance with the provisions of Article VII Section 7.3 of these bylaws. Any two or more such offices except those of President and Secretary/Chief Financial Officer may be held by the same person.

9.2 OTHER OFFICERS: The Board of Directors may by resolution appoint such other officers of the Club as it shall deem necessary, who shall hold their offices for such terms and shall have such powers and perform such duties in the management of the property and affairs of the Corporation as shall be prescribed from time to time by the Board of Directors, or in the Articles and Bylaws.

9.3 ELECTION AND TERM OF OFFICE: Officers, as defined in Section 9.1, shall be elected by the members pursuant to Section 7.6 of Article VII, and so simultaneously elected as directors in accordance with the provisions of Section 7.3 of Article VII of these bylaws. The term of office for officers shall be that of their term of office as directors in accordance with the provisions of Section 7.4 of these bylaws and each shall hold office until they shall resign or be removed or otherwise disqualified to serve, or until their successor shall be elected and qualified.

9.4 REMOVAL OF OFFICERS: Any officer may be removed by the members at any regular or special meeting, however the procedures for the removal of an officer shall be the same as those prescribed for the removal of a director by the membership, and as provided in Section 7.8 of Article VII of these bylaws.

9.5 RESIGNATIONS: Any officer may resign at any time by giving written notice to the Board of Directors, the President or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

9.6 VACANCIES: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the same procedure for the filling of a vacancy of a directorship and as provided by Section 7.10 Article VII of these bylaws, and only by the affirmative vote of a majority of the membership votes present, and entitled to vote, at a duly called meeting at which a quorum is present.

9.7 PRESIDENT: The President shall be the Chairman of the Board of Directors, shall be the chief executive officer of the club and shall preside at all meetings of the Board, and at all membership meetings, and have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board, by the Articles of Incorporation or these bylaws. He shall report to the members and to the Board of Directors all matters within his knowledge which the interests of the Corporation may require to be brought to their notice. He shall appoint, or otherwise cause to be formed as herein provided, any and all committees necessary for the orderly operation of the Club. He shall be an ex-officio member of all committees. He shall insure the Club financial records have been presented to an outside Auditor for an audit each year prior to election of officers.

9.8 VICE-PRESIDENT: The Vice-President shall perform all the duties of the President at the request of the President, or in his absence or disability, and when so acting shall have the powers of and be subject to the restrictions upon the President. The Vice-President shall be the Membership Committee Chairman. The Vice-President shall also perform such duties as may from time to time be assigned to him by the Board of Directors.

9.9 SECRETARY/CHIEF FINANCIAL OFFICER: Also referred to as the Secretary or Treasurer in these Bylaws shall: ** keep or cause to be kept the minutes of meetings of members and Board. He shall see that all notices are duly given in accordance with the provisions of the Bylaws and as may be required by law. ** be custodian of the Corporate records, and assure that books, reports, statements, certificates and other documents and records required by law are properly kept and filed in a timely manner. ** be responsible for the financial and business management of the Club. He may act as agent for the Corporation to outside concerns. ** have charge and custody of, and be responsible for all funds and securities of the Corporation. ** if required by the Board to give such bond for the faithful performance of his duties. ** perform all duties incident to the office and such other duties as from time to time may be assigned him by the Board or President. ** provide the President monthly bank statements for his approval and review. ** submit to an outside auditor the financial records of the Corporation. This shall be done each year and the audit report shall be sent to the President.

9-10 FLIGHT MANAGER: The Flight Manager shall maintain club flight-check records and monitor flight currency status of the membership. He shall prescribe special club flight rules and flight-check requirements as may be necessary and otherwise direct safe flight operations. He shall approve all Flight Instructors before they are allowed to instruct in club aircraft. The Flight Manager shall hold a valid Certified Flight Instructor Certificate issued by the Federal Aviation Administration.

9.11 MAINTENANCE MANAGER: The Maintenance Manager shall oversee all aircraft maintenance operations of the Club. He shall authorize and approve all mechanics before they are allowed to work on Club aircraft. He can delegate portions of his maintenance authority to Crew Chiefs with the approval of the Board. He will approve all expenditures of time and material concerning all such maintenance. All aircraft maintenance must be accomplished by an FAA licensed Airframe and Powerplant Mechanic or under the supervision of an FAA licensed Airframe and Powerplant Mechanic. The Maintenance Manager shall oversee the tools, equipment and facilities of the Club within Club rules and Bylaws. Airworthiness of the aircraft is the responsibility of the Airframe and Powerplant Mechanic or Authorized Inspector per Federal Air Regulations. He shall oversee all maintenance of the Club owned aircraft to assure that airworthiness is within accepted airworthiness guidelines. He will assure the aircraft and engine log books are kept current. He shall be an Airframe and Powerplant Mechanic as licensed by the Federal Aviation Administration. He shall not be directly responsible for the maintenance of aircraft on lease to the Club unless so specified in the lease agreement.

ARTICLE X DUES AND FEES

10.1 APPLICATION FEE: There shall be an application fee in such amount as may be determined by the Board and payable with the application for membership. Such application fee shall be non-refundable.

10.2 MEMBERSHIP DEPOSIT: There shall be a membership deposit in such amount as may be determined by the Board and payable with the admission to membership of each new member. Such membership deposit shall be refunded to each member upon termination of membership.

10.3 MONTHLY DUES AND FEES: Monthly dues and fees payable to the Club by members shall be in such amount as shall be determined by resolution of the Board. Dues and required fees shall be payable on admission to membership and monthly thereafter.

10.4 MONTHLY PAYMENTS: The membership of any member who fails to pay his or her dues, flight charges, other financial obligations and assessments within thirty (30) days of statement date, may be terminated, provided the member was given fifteen (15) days prior written notice of the termination stating the reasons in accordance with Section 6.9 Article VI.

10.5 ASSESSMENTS: Memberships shall be subject to assessment, however;

(a) No assessment shall be imposed on the members unless the membership has the opportunity to so designate their vote of approval pursuant to Article IV. If the vote is to be conducted at a membership meeting, such notice shall conform to the requirements for notices to meeting as so contained in Section 5.5 Article V of these bylaws.

(b) Each member liable for the payment of assessments must pay the assessment within the time and conditions determined by the Board of Directors and the vote of the members entitled to vote.

ARTICLE XI COMMITTEES

11.1 CONFIRMATION: All committees shall be appointed by the President and confirmed by the Board of Directors.

11.2 MEMBERSHIP COMMITTEE: A Membership Committee shall be appointed as a standing committee reporting directly to the Vice President, as Chairman. The Committee shall make applications for membership available to eligible persons, review same, and report upon each applicant to each Board Member.

11.3 NOMINATION COMMITTEE: A Nomination Committee shall be appointed at least ninety (90) days prior to the Annual Membership Meeting. The Nominating Committee shall consist of at least three (3) members in good standing and it shall have the responsibilities as prescribed in those nominating procedures relative to the election of directors and officers as contained in Article VII of these bylaws.

ARTICLE XII CORPORATE RECORDS AND REPORTS

12.1 LOCATION: The Corporation shall keep in its principal office for the transaction of its business the original or a copy of the Articles of Incorporation and Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during business hours.

12.2 RECORDS, REPORTS: The corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. It shall also keep a record of its members giving their names and addresses. The minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

12.3 ANNUAL REPORT: The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Sec. 8321(a). On the written request of a member the Board shall promptly cause the most recent report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporations fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Sec. 8322.

12.4 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS: The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Sec. 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 12.3, Article XII, of these bylaws.

ARTICLE XIII AMENDMENTS

13.1 STATEMENT: The Articles of Incorporation and the Bylaws may be amended or repealed upon the recommendation of the Board of Directors and the assenting vote of two-thirds (2/3) of the membership entitled to vote pursuant to Section 5.8 Article V.

ARTICLE XIV DISTRIBUTION OF ASSETS AFTER TERMINATION

14.1 DEBTS AND LIABILITIES: The corporation shall pay all known debts and liabilities incurred during the course of business. After determining that all known debts and liabilities of the corporation have been paid or adequately provided for, the Board shall distribute all the remaining corporate assets to the members.

14.2 DISTRIBUTION: Upon completion of providing for all indebtedness, as per Section 14.1, the remaining assets shall be divided equally among all members, considering any outstanding dues or other obligations the member may have incurred.

CERTIFICATE OF SECRETARY

UNITED FLYING CLUB, INC.

The Board of Directors met on *date* _____ at which a quorum was present and have approved these bylaws consisting of seven (7) pages for submission to the membership for approval pursuant to Article VI Section 1 of the previous bylaws in effect.

These bylaws were submitted to all the members entitled to vote on *date* _____ of which two thirds majority vote was required.

The membership entitled to vote on this issue was _____. Total ballots returned _____ of which _____ were affirmative.

I, the undersigned, certify that I am the presently elected and acting Secretary of the United Flying Club, Inc., a California Nonprofit Mutual Benefit Corporation, and the above bylaws, consisting of seven (7) pages, are the bylaws of this corporation as adopted by an affirmative vote of the membership on *date* _____

_____ Date _____
Eugene Walter, Secretary

CERTIFICATE OF SECRETARY

UNITED FLYING CLUB, INC.

The Board of Directors met on August 17, 2005, at which time a quorum was present, and voted to change Article III. On August 31, 2005, each Board member signed an amended change to Article III that altered the wording to clarify their intent. This was prompted by questions of interpretation posed by two members. In accordance with Section 4.5 Article IV members in good standing, along with their monthly bill, were sent a written ballot and requested to approve or disapprove this change.

The change to article III of the bylaws were submitted to all members entitled to vote on _____ 2005 of which two thirds majority vote was required.

The membership entitled to vote on this issue was _____. Total ballots returned _____ of which _____ were affirmative.

I, the undersigned, certify that I am the presently elected and acting Secretary of the United Flying Club, Inc., a California Nonprofit Mutual Benefit Corporation, and the amendment to Article III of the bylaws of this corporation was approved by an affirmative vote of the membership

On _____ 2005

_____ Date _____
Glenn Swiatek, Secretary