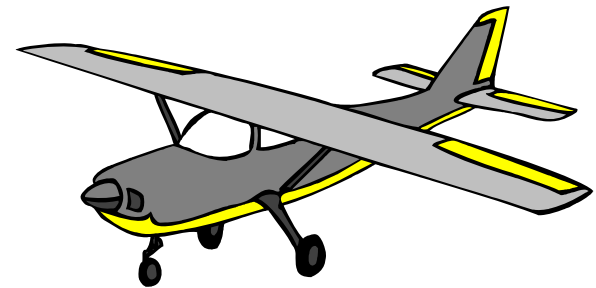


**BLACKHAWK
FLYING
CLUB**

Est. 1953



BY-LAWS

Revised January 1, 2006

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BY-LAWS

INTRODUCTION

The purpose of this flying club is to encourage interest in aviation and provide safe, economical aircraft for flight training, recreation, and general pleasure flying, with the intention of advancing each member's knowledge and skills in aviation and promoting social interaction between club members.

ARTICLE I. CORPORATE NAME

The name of this corporation, as provided by its Articles of Incorporation, shall be "Blackhawk Flying Club, Inc." The club was incorporated on August 12, 1953.

ARTICLE II. CORPORATE AUTHORITY

The corporation shall engage in business activities and operation as permitted by its Articles, the General Not For Profit Corporation Act of 1986, IRS rules for organization type 501(c)(7), and as authorized hereunder by the Board of Directors. Robert's Rules of Order shall be the parliamentary authority when not inconsistent with these by-laws.

ARTICLE III. CORPORATE OFFICE

The principal office of the corporation, in the State of Illinois, shall be located in the City of Rockford and County of Winnebago. The registered office of the corporation shall also be maintained in the City of Rockford and County of Winnebago.

ARTICLE IV. MEMBERS

Section 4.1 Annual Meeting. The annual meeting of members shall be held on the first Tuesday of November at the hour of 6:30pm for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the following Tuesday. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a meeting of members as soon thereafter as conveniently may be.

Section 4.2 Members. Each member of the Blackhawk Flying Club, Inc. shall be considered the holder of one certificate in said corporation for the purposes of these by-laws. The certificate is non-transferable and can be surrendered or forfeited as described in Article X.

Section 4.3 Special Meetings. Special meetings of the members may be called by the president, by the Board of Directors or by the holders of not less than one-fifth of all the outstanding certificates of the Corporation.

Section 4.4 Place of Meeting. The Board of Directors may designate any place within the City of Rockford or the County of Winnebago, Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made as to the place of a regular or special meeting, the place of said meeting shall be the registered office of the Corporation in the City of Rockford or County of Winnebago.

Section 4.5 Notice of Meetings. 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, shall be delivered not less than ten nor more than forty days before the day of said meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4.6 Fixing of Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Corporation may provide that the membership books shall be closed for a stated period but not to exceed in any case thirty days. If the membership books shall be closed for the purpose of determining members entitled to notice or to vote at any meeting of members, such books shall be closed for at least ten days. In lieu of closing the membership books, the Board of Directors may fix in advance a date as the record date for any such determination of members. If the membership books are not closed, and if no record date is fixed, as above mentioned, the date on which notice of the meeting is mailed shall be the record

date for such determination of members entitled to notice and to vote at said meeting.

Section 4.7 Voting Lists. The secretary shall make, at least ten days before each meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, with the address of each. Said list shall be kept on file at the office of the Corporation and shall be subject to the inspection of any member at any time during usual business hours within ten days immediately prior to said meeting. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole time of said meeting.

Section 4.8 Quorum. A majority of the active members of the Corporation, represented in person shall constitute a quorum at any meeting of members, provided that if less than a majority of the active members outstanding are present at said meeting, a majority of the active members present may adjourn the meeting from time to time without further notice. A quorum must be present to do business.

Section 4.9 Proxies. There shall be no proxies.

Section 4.10 Voting Rights. Each active member, regardless of class, shall be entitled to one vote upon each matter submitted to vote at a meeting of members. Inactive members shall not have voting privileges.

Section 4.11 Voting for Directors. In all elections for directors, every active member shall have the right to vote, in person or by written ballot submitted and returned by mail. The number of votes by him shall be one, for as many persons as there are directors to be elected.

Section 4.12 Informal Action by Members. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 4.13 Voting by Ballot. Voting on any question or in any election may be by voice unless the presiding officer shall order or

any active member shall demand that voting be by ballot. It is further provided that any matters that are to be voted upon by the members of this Corporation may be submitted to the general membership by mail by the way of written ballot which shall be marked by the member, designating his choice, signed by said member, and returned to the registered office of said Corporation, within the time limit provided in said ballot. In the case of such a written ballot, provided that a ballot is sent to each and every active member of record at the time of mailing said ballots, it shall be considered that a quorum voted on said matter and the results of said ballot shall be valid and binding and shall be the act of the Corporation. This shall include the election of directors.

ARTICLE V. DIRECTORS

Section 5.1 General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 5.2 Number, Tenure and Qualifications. The number of directors of the Corporation shall be six (6). Each year, three (3) such directors shall be elected for a two year period, or until their successors shall have been elected and qualified. Any active member in good standing may put forth their name in candidacy for the Board of Directors.

Section 5.3 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law, concurrent with the annual meeting of members, or immediately after, said new directors have been elected. Newly elected as well as outgoing directors shall attend the next regular board meeting (December), after the annual meeting of members. The new board shall take up business with the January regular meeting. Other regular meetings may be held by resolution of the Board of Directors at any time and any place, without notice other than such resolution. In lieu of any such resolution, the regular meeting shall be held on the first Tuesday of each month without further notice. If the day fixed for the regular meeting shall be a legal holiday, such meeting shall be held on the following Tuesday.

Section 5.4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors, and said special meetings can be held at any place within the City of Rockford or County of Winnebago.

Section 5.5 Notice of Meetings. Notice of any special meeting shall be given at least two days previous thereto by mail or personally. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called. The business to be transacted at, and the purpose of, any regular or special meeting of the Board of Directors need not be specified in any notice or waiver of notice that may be required of such meeting.

Section 5.6 Quorum. Four (4) directors shall constitute a quorum. Without a quorum, no business shall be transacted. Provided, however, that if less than a quorum shall attend a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5.7 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.8 Vacancies. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, may be filled by election at an annual meeting or at a special meeting of members called for that purpose. Furthermore, any vacancy because of death, resignation, removal or disqualification may be filled by presidential appointment, such appointment being subject to approval by the remaining directors. Any director absent from three regular meetings a year may be removed from the board by the remaining directors.

ARTICLE VI OFFICERS

Section 6.1 Number of Officers. The number of officers of the Corporation shall be six (6), a president, treasurer, assistant treasurer, secretary, maintenance officer, and safety officer, as may be determined by the Board of Directors. The persons serving as officers and persons in the Board of Directors shall be one and the same.

Section 6.2 Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the annual meeting of members. If the appointment of officers shall not be made at such meeting, such appointment shall be made as soon thereafter as conveniently may be. The new officers shall assume their duties on January 1. Vacancies shall be filled as described in Section 5.8.

Section 6.3 President. The president shall (a) be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation; (b) preside at all meetings of the members and of the Board of Directors; (c) sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; (d) in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.4 Treasurer. If required by the Board of Directors, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VII of these by-laws; (b) in general perform all the duties as from time to time may be assigned to him by the president or by the Board of Directors; (c) delegate such authority to the assistant treasurer as described in Section 6.5.

Section 6.5 Assistant Treasurer. The assistant treasurer shall (a) be responsible for all accounts payable as delegated by the treasurer; (b) maintain the balance of the Corporation's accounts as directed by the board and report such balances at each regular meeting.

Section 6.6 Secretary. The secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all certificates prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; (e) sign with the president, or other properly designated officer, certificates of the Corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the membership books of the Corporation; (g) in general perform all duties incident to the office of secretary and other such duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 6.7 Maintenance Officer. The maintenance officer shall: (a) be responsible for coordination of all necessary maintenance and inspections of aircraft; (b) be responsible for all log books and registrations for said aircraft; (c) in general perform all duties incident to the maintenance officer and other such duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 6.8 Safety Officer. The safety officer shall: (a) be responsible for setting safety guidelines; (b) see that the club's flying rules are strictly adhered to; (c) interview applicants and provide orientation for new members; (d) identify unsafe practices whether they apply to members or aircraft; (e) maintain records of approved CFI documents and member's check rides; (f) be responsible for maintaining the insurance policy for the Corporation; (g) in general perform all duties incident to the safety officer and other such duties as from time to time may be assigned to him by the president or by the Board of Directors.

ARTICLE VII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 7.2 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE IX AMENDMENTS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted at any meeting of the general membership of the Corporation by a majority vote of the members present, providing there is a quorum, and providing, further, that such amendment may be made and voted upon by written ballot distributed and returned by mail, provided that a ballot is sent to each and every member. If amendments are to be voted on by mail, a full explanation of said amendment and a copy of the proposed amendment shall be enclosed with said ballot. If to be voted upon in person at a meeting, at least ten days notice shall

be given in writing to each and every member, explaining that amendment an containing a copy thereof with said notice.

ARTICLE X MEMBERSHIP RIGHTS AND LIABILITIES

Section 10.1 Number of Members. The maximum number of members shall be fixed by the Board of Directors from time to time.

Section 10.2 Classes of Membership. Classes of membership shall be established, expanded, or discontinued at the discretion of the Board of Directors, except as hereinafter provided in Section 10.3.

Section 10.3 Investment Requirement. The Board of Directors shall establish the investment requirement of each category of membership except that once established, the investment requirement shall not be altered except with the consent of a majority of the members in the category affected.

Section 10.4 Distribution of Assets Upon Dissolution. Each active member shall only receive a distribution of the Corporation's assets upon dissolution thereof, with the exception of the cancellation of membership as described in Section 10.7, and a refunding of assessments as described in Section 11.1. After payment of all liabilities and after all non-cash assets have been liquidated, cash assets shall be divided in accordance with each member's class. Each active member shall first receive his membership fee or equal percentage thereof, followed by an equal distribution of the remaining cash assets, if applicable. Inactive members at the time of dissolution shall not receive a distribution of the Corporation's assets.

Section 10.5 Qualifications of Members. The Board of Directors shall fix and determine the qualifications required for membership. The Corporation reserves the absolute right to determine the members to be permitted to join said Corporation and to hold and exercise the privileges of membership.

Section 10.6 Privileges of Membership. Each membership certificate shall entitle its owner to the use of corporate assets in the particular category established by the Board of Directors and subject to the regulations and limitations imposed by the Board of Directors from time to time by resolution.

Section 10.7 Cancellation of Membership Privileges. The Board of Directors shall have the right, with cause, to cancel, revoke, or suspend any or all the privileges afforded to a member at any time, or to impose additional or special conditions upon the exercise of the privileges of membership by a particular member. The determination of cause as mentioned above shall be one for the Board of Directors alone. In the event that the board decides to exercise this right to restrict or terminate a member's privileges, said member, so restricted or terminated, shall have no recourse against the Corporation and shall have no cause of action against said Corporation. In the event the Board of Directors exercises its power and completely cancels a member's membership, he shall receive in full the total membership fee paid into the Corporation if his rights are cancelled by the board within 90 days of the date of his membership. If said member's rights are cancelled after the 90 day period, said member will be entitled to receive one half of his membership fee paid to date. Any outstanding obligations to the Corporation from said member shall be deducted from said refund before made.

Section 10.8 Voluntary Resignation. Members voluntarily terminating their membership must do so in writing directly to the Board of Directors. The Board of Directors must act upon and accept all tenders of resignation before they become effective. Membership fees are non-refundable in the event of voluntary resignation.

ARTICLE XI CHARGES AND ASSESSMENTS

Section 11.1 Assessments. Special assessments of members may be made by the Board of Directors if and when deemed necessary by said Board of Directors. Such assessments shall not and may not exceed an amount equal to the membership fee that said member has already paid to said Corporation. In the event of such special assessment, and if the Corporation becomes financially capable of refunding said assessment at a later date, it shall do so.

Section 11.2 Charges for Aircraft Rental. The Board of Directors shall fix and determine the rental rates to be paid by members for the use of corporate aircraft.

Section 11.3 Payments. Monthly dues and rental charges made by the Corporation upon a member shall be due and payable

within ten days after a statement for said services has been rendered to said member, or by the 21st day of the month that the statement was issued, whichever is later. Penalties for non-payment may be assessed by the Board of Directors.

ARTICLE XII SPECIAL LIABILITY OF MEMBERS

Section 12.1 Insurance. The Corporation shall at all times carry property damage and public liability insurance to protect the Corporation and members against liability, actions, suits for damages, or judgments of third persons or members. The Corporation shall also carry hull insurance of a deductible nature whenever economically feasible. As to aircraft not covered by hull insurance, the Corporation shall be self-insured for any hull damage. In the event of any self-insured aircraft, the Board of Directors shall adopt a policy for maintaining an insurance reserve for said aircraft.

Section 12.2 Damaged Aircraft. Individual members shall be responsible for the safe operation of the corporate aircraft. In the event of damage to an aircraft, its engine or equipment, which damage is approximately caused by an act or omission of a member, said member shall be liable for the damage sustained, and be assessed for an amount not to exceed any deductible insurance carried on said aircraft, or \$500, whichever is less.

Section 12.3 Accident Investigation Board. In the event of accident damage, destruction or loss of aircraft, engine or equipment for which liability may be assessed, under the above section, the president shall appoint an accident investigation committee consisting of three club members. This board shall then investigate and report its findings of fact and recommendations to the Board of Directors. The Board of Directors shall then take whatever action deemed appropriate under these by-laws.

Section 12.4 Liability for Gross Negligence. In the event that any member shall be found by the accident investigation committee to have caused loss, damage, destruction or injury to the Corporation or its assets, through or by reason of gross negligence, or willful violation of any law or regulation or rule of the Federal Government, or any state, or of the corporate by-laws, or while under the influence of intoxicating liquors, or drugs, or while operating an aircraft within twelve hours of having consumed

alcoholic beverages, said member will be held liable for all such loss, damage, destruction or injury and the limitation of liability as set forth in Section 12.2 of this Article will not apply and the member shall be held liable and responsible for the full cost of the repair or replacement.

Section 12.5 Limits of Liability. The Corporation assumes no responsibility to the individual members or his family, executor, or administrator, for any costs, expense, loss, damage, liability, etc. resulting from, caused by, or in any manner, following from his acts or admissions while operating corporate aircraft, except insofar as protection as afforded by the policy or policies of insurance carried by said Corporation.

ARTICLE XIII EQUIPMENT

The Corporation shall be authorized to own, lease, or rent aircraft or any other related equipment and/or accessories to be operated by corporate members. The purchase, lease, rental and equipping of said aircraft shall be entirely within the discretion of the Board of Directors and the Board of Directors shall be empowered to make said purchases, leases, etc. without any further or expressed authority from the general membership.

Amendments to By-Laws

Sect.	Description of Change	Effective Date
All	Drafted and approved by the membership of the Blackhawk Flying Club, Inc. on 11-20-1965.	1-1-1966
10.5	Revised	3-27-1967
10.6	Revised	3-27-1967
10.7	Revised	3-27-1967
10.8	Revised	3-27-1967
11.1	Revised	3-27-1967
11.2	Revised	3-27-1967
11.3	Revised	3-27-1967
12.1	Revised	3-27-1967
12.2	Revised	3-27-1967
12.3	Revised	3-27-1967
4.11	Revised	1984
Intro.	Revised	1-1-2002
I.	Added incorporation date. Added heading.	1-1-2002
II.	Added heading.	1-1-2002
III.	Added heading. Removed "required by law" after registered office.	1-1-2002
IV.	Changed heading to Members.	1-1-2002
4.1	Changed meeting date. Changed "shareholders" to "members".	1-1-2002

Amendments to By-Laws

Sect.	Description of Change	Effective Date
4.2	Changed "share of stock" to "certificate". Added "certificate is non-transferable..."	1-1-2002
4.3	Changed "shareholders" to "members". Changed "shares" to "certificates"	1-1-2002
4.5	Changed "shareholder" to "member".	1-1-2002
4.6	Removed Closing of Transfer Books" form heading. Changed "shareholders" to "members".	1-1-2002
4.7	Changed "shareholders" to "members"	1-1-2002
4.8	Change "shareholders" to "members". Changed wording to members present.	1-1-2002
4.10	Changed "shareholders" to "members". Removed cumulative voting.	1-1-2002
4.11	Added "for directors" in heading. Changed "shareholder" to "member".	1-1-2002
4.12	Changed "shareholders" to "members"	1-1-2002
4.13	Changed "viva voce" to "by voice". Changed "shareholder" to "member".	1-1-2002
5.2	Added candidacy requirements.	1-1-2002
5.3	Changed meeting date. Changed "shareholders" to "members".	1-1-2002
5.8	Changed "shareholders" to "members". Changed "shall" to "may".	1-1-2002
6.1	Revised number of officers and titles. Officers and board members are same.	1-1-2002

Amendments to By-Laws

Sect.	Description of Change	Effective Date
6.2	Changed officer election to appointment. Changed filling of vacancies.	1-1-2002
6.3	Changed section heading from (Officer) Removal to President. Changed "shareholders" to "members".	1-1-2002
6.4	Changed section heading from (Officer) Vacancies to Treasurer. Added (c).	1-1-2002
6.5	Changed section heading from President to Assistant Treasurer. Added section for Assistant Treasurer.	1-1-2002
6.6	Changed section heading from Vice-President to Secretary. Changed "shareholder" to "member".	1-1-2002
6.7	Changed section heading from Treasurer to Maintenance Officer. Added supervision of qualified personnel.	1-1-2002
6.8	Changed section heading from Secretary to Assistant Maintenance Officer. Added section for Assistant Maintenance Officer.	1-1-2002
6.9	Changed section heading from Maintenance Officer to Safety Officer. Added section for Safety Officer.	1-1-2002
6.10	Added section for Scheduling Officer.	1-1-2002
10.4	Re-written to make specific.	1-1-2002
10.6	Removed associate membership privileges. Changed "share" to "certificate".	1-1-2002

Amendments to By-Laws

Sect.	Description of Change	Effective Date
10.7	Added membership fee refund process when membership is canceled, was previously included in Section 10.8.	1-1-2002
10.8	Removed "one dollar" refund upon resignation for members of record after 7/1/1966. Removed refund of one-half of the membership fee for a member of record before 7/1/1966.	1-1-2002
11.3	Added monthly dues to payables. Added monthly payment allowed by the 21 st day.	1-1-2002
12.2	Re-worded to remove one half of deductible.	1-1-2002
Intro.	Added promoting social interaction between members to align with IRS Revenue Ruling 74-30.	1-1-2006
II.	Added IRS rules for organization type 501(c)(7). Added Robert's Rules of Order.	1-1-2006
4.8	Added "active" member to differentiate from inactive members as defined by the Board of Directors.	1-1-2006
4.10	Added "active" member. Added inactive members shall not have voting privileges.	1-1-2006
4.11	Added "active" member.	1-1-2006
4.13	Added "active" member.	1-1-2006
5.2	Changed number of Directors from eight to six.	1-1-2006
5.6	Changed quorum from five to four.	1-1-2006

Amendments to By-Laws

<u>Sect.</u>	<u>Description of Change</u>	<u>Effective Date</u>
6.1	Changed number of Officers from eight to six.	1-1-2006
6.7	Changed to "coordination" of all maintenance. Added (c).	1-1-2006
6.8	Removed Assistant Maintenance Officer. Changed heading to Safety Officer. Added (b), (c), (d), (e), (g).	1-1-2006
6.9	Deleted section 6.9 and moved Safety Officer to 6.8	1-1-2006
6.10	Deleted section for Scheduling Officer.	1-1-2006
10.4	Added "active" member. Added inactive shall not receive distribution.	1-1-2006

These by-laws remain the property of the Blackhawk Flying Club, Inc., and must be surrendered upon request of the Board of Directors

Blackhawk Flying Club, Inc.
P.O. Box 6508
Rockford, IL 61125-1508