

**BYLAWS
OF
DELTA AVIATION ASSOCIATION
July 21, 2005**

**ARTICLE I
NAME**

1.1 The name of this non-profit corporation is Delta Aviation Association (the "Club").

1.2 The purpose of this non-profit organization is to promote and encourage interest in aviation and flying in the community, to promote flying as a recreational activity and career, and to contribute by volunteering time at local aviation-related events.

**ARTICLE II
MEMBERS**

2.1 Admission of Members. New members may be admitted to the Club only after being approved by the Board of Directors. These members must hold a Private Pilot License or higher to join. Membership shall be limited to fifteen (15) in number for the first and not more than fifteen (15) for any additional aircraft or as determined from time to time by the Board of Directors.

2.2 Voting Members. The Club shall have members with voting rights. Membership in the Club shall be limited to those persons admitted by the Board of Directors as provided in these Bylaws.

2.3 Interest in property. The members of the Club shall not, as such, have any right, title or interest in the real or personal property of the Club, except to the extent necessary to comply with Federal regulations.

2.4 Annual meeting. The annual meeting of the members of the Club for the election of directors, the presentation of reports on the activities and financial condition of the Club, and the transaction of such other business as may properly come before the meeting, shall be held during such month of each year as may be designated by the Board of Directors and at the place within the State of Minnesota, designated from time to time by the Board of Directors.

2.5 Other Meetings. Other meetings of the members may be held at any time

or place whenever called by the President, the Board of Directors, or upon written request of at least ten percent (10%) of the members of the Club. Anyone entitled to call a meeting of the members may make written request to the President to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If the Secretary fails to give notice of the meeting within ten (10) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at any such meeting is limited to the purposes stated in the notice of the meeting.

2.6 Notice. Written notice of each meeting of the members stating the time, place and purpose thereof shall be given by the Secretary by mailing the same to each member at his or her residence or business address at least ten (10) days before the meeting or by delivering the same personally to the member at least seven (7) days before the meeting. Any member may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the member does not participate in the consideration of the item at that meeting.

2.7 Members list for meeting. The Board of Directors shall fix a date not more than sixty days before the date of a meeting of the members as the date for determination of the members entitled to notice of the meeting. If the Board of Directors fails to set such a date, the date shall be the sixtieth day before the date of the meeting. After fixing a record date for a meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses of each member entitled to vote at the meeting. Beginning two business days after notice of the meeting is given, the list shall be available at the principal office of the Club for inspection and copying on written demand by any member (or the agent or attorney of any member), at the member's expense, for the sole purpose of communication with other members concerning the meeting. The list shall be made available through the date of the meeting and at the meeting.

2.8 Voting; quorum. At all meetings of the members, each member shall be entitled to cast one vote on any question coming before the meeting. Members may vote by proxy. Cumulative voting shall not be permitted. Three Board members, and any eligible voting members present, or by proxy, shall constitute a quorum at any meeting thereof. The members present and entitled to vote at any meeting, although less than a quorum may adjourn the meeting from time to time. A majority vote of the members present and entitled to vote at any meeting at which a quorum is present shall be sufficient to transact any business. When any meeting of the members is adjourned

to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

2.9 Written action. Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by all the members entitled to vote on that action.

2.10 Written ballot. An action that may be taken at a meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes, Section 317A.447.

ARTICLE III BOARD OF DIRECTORS

3.1 Powers. The Directors of the Club shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the statutes of the State of Minnesota under which the Club is organized.

3.2 Number and Terms. The Board of Directors shall consist of President, Vice-President, Secretary and two Directors, the exact number to be fixed from time to time solely by resolution of the Board of Directors, acting by not less than a majority of the Directors then in office. At their annual meeting, the members shall elect Directors for three-year terms, and until their respective successors are elected and qualify, the necessary number of Directors to fill any vacancy then existing on the Board of Directors and to succeed those Directors whose term of office is then expiring. The terms shall be staggered in such a way that at no annual meeting of the Board of Directors will all of the Director positions come up for re-election. Nothing herein contained shall be construed to prevent the election of any Director to succeed him or herself.

3.3 Vacancies. The Board of Directors at any meeting may accept the resignation of any Director submitted in writing. Any vacancy occurring among the Board of Directors by reason of death, resignation or any other circumstances, shall be filled by the concurring vote of a majority of the Directors then in office.

3.4 Annual Meeting. The annual meeting of the Board of Directors for the purpose of electing Directors and officers and transacting such other business as may properly come before the meeting shall be held each year at the time and place, within or without the State of Minnesota, designated from time to time by the Board of Directors.

3.5 Other Meetings. Regular meetings of the Board of Directors shall be held at the discretion of the Board of Directors, the place and time shall be set by the Board of Directors. Special meetings may be held at any time or place whenever called by the Chairperson or by one-third of the Directors. Anyone entitled to call a special meeting of the Directors may make written request to the Chairperson to call the meeting, and the Secretary shall then give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than thirty (30) days after receiving the request. If the Secretary fails to give notice of the meeting within ten (10) days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

3.6 Notice. Written notice of each meeting of the Board of Directors stating the time, place and purpose thereof shall be given by the Secretary by mailing the same to each Director at his or her residence, business or e-mail address at least fourteen (14) days before the meeting. Any Director may waive notice of a meeting before, at or after the meeting, in writing or by attendance. Attendance at a meeting is deemed a waiver unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting, and the Director does not participate in the consideration of the item at that meeting.

3.7 Quorum. At all meetings of the Board of Directors a quorum shall consist of not less than a majority of all Directors then holding office as a Director. If a quorum is not present, the meeting may be adjourned from time to time for that reason and any business that might have been transacted at the meeting as set forth in the notice thereof may be transacted at the adjourned meeting if a quorum is then present.

3.8 Voting. Only Directors present in person at the meeting may vote. There shall be no cumulative voting or any voting by mail. Each Director shall be entitled to only one vote on any matter brought before any meeting of the Board of Directors. A majority vote of the Directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes are required by law, the Articles of Incorporation or these Bylaws. A Director who is present at a meeting of the Board of Directors when an action is taken is presumed to have assented to the action unless the Director votes against the action or is prohibited from voting on the action.

3.9 Adjourned meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

3.10 Written action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the board at which all Directors were present; provided that all Directors must be notified of the text of the written action before it is signed by any of the Directors. All Directors shall be notified immediately of the effective date of any such written action that is duly taken.

3.11 Director conflicts of interest. The Club shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a Director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Directors (without counting the interested Director), at a meeting at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this Section 2.11 shall not invalidate any contract or transaction to which the Club is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

3.12 Committees. The Board of Directors may establish, from time to time, such committees of the Board of Directors as deemed necessary by a majority vote of the Board. Unless otherwise required by the Board of Directors, persons serving on such committees need not be Directors of the Club. The Board shall, by a majority vote, designate two or more of its members to constitute an Executive Committee which shall have and exercise the authority of the Board of Directors in the management of the business of the Club, but shall not have the power to amend these Bylaws. The Chief Executive Officer of the Club shall be a voting member of the Executive Committee. Such Executive Committee shall be subject at all times to the control and direction of the Board of Directors. The Executive Committee may meet at stated times or on notice to all committee members given by any of their own number. Vacancies in the membership of the Executive Committee may be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose.

ARTICLE IV OFFICERS

4.1 General. The officers of the Club shall be a President, a Vice-President, a Secretary, a Treasurer, a Safety Officer, a Maintenance Officer, and such other officers as the Board of Directors may from time to time designate. Officers shall be elected by

the members to serve for terms of three years and until their respective successors are chosen and have qualified. The Board of Directors with or without cause may at any time remove any officer. The same person may hold more than one office at the same time. The officers need not be Directors of the Club.

4.2 President. The President shall be the chief executive and operating officer in charge of all normal daily operations of the Club. He or she shall be responsible for the general supervision, direction and management of the affairs of the Club. He or she may execute on behalf of the Club all contracts, deeds, conveyances and other instruments in writing, which may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Club. He or she shall concern him or herself with matters of long-range policy, direction, and growth, and shall perform such other duties as the Board of Directors may designate from time to time.

4.3 Vice-President. The Vice-President, in the absence of the President, shall act as the presiding officer thereof.

4.4 Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors and shall be custodian of the records, documents and papers of the Club. He or she shall provide for the keeping of proper records of all transactions of this corporation. He or she shall have and may exercise any and all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws. He or she also shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

4.5 Treasurer. The Treasurer shall keep or cause to be kept full and accurate records showing all receipts and disbursements of the Club and shall deposit or cause to be deposited all monies and their valuable effects of the Club in its name and to its credit in such depository or depositories as may be designated by the Board of Directors from time to time. The disbursement of all funds of the Club shall be submitted to and approved by the President or by the Treasurer and proper vouchers or receipts for all such disbursements or payments shall be taken from the recipient thereof. A full written report of all receipts and disbursements of money and property of the Club shall be rendered to the Directors at their annual meetings and at such other intervals as may be requested by them, showing the financial condition of the Club in such detail and with such supporting schedules and explanatory statements as the Board of Directors may require or request; such annual or interim reports are to be made by the Treasurer, or on the Treasurer's behalf by the accountant or auditor selected each year by the Board of Directors as hereafter specified. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

4.6 Safety and Operations Officer. The Safety and Operations Officer is

responsible for the record keeping of the Club as outlined in Chapter 8800.4400 of the Minnesota Department of Transportation Aeronautics Rules.

4.7 Maintenance Officer. The Maintenance Officer is responsible for coordinating repairs and maintenance necessary to the Club aircraft.

4.8 Vacancies. If any office shall become vacant by reason of death, resignation or otherwise, the Board of Directors shall elect a successor or successors to serve for the unexpired term or terms of the office or offices in which such vacancy occurs. In the event of the absence or disability of any officer of the Club, the Board of Directors may designate such other officer or officers who shall exercise such powers and perform such duties for the time such other officer is absent or disabled.

4.9 Compensation. The Directors, as such, shall not receive compensation. The compensation of all officers and other agents or representatives performing services for the Club requiring compensation shall be fixed by the Board of Directors by the concurring vote of not less than a majority of the Directors in attendance at the meeting; but nothing herein contained shall be construed to preclude any Director or other officer from serving the Club in any other capacity and receiving compensation for the fair and reasonable value of the services rendered.

ARTICLE V INDEMNIFICATION

Any person who at any time shall serve or shall have served as a Director, officer or employee of the Club, or of any other enterprise at the request of the Club, and the heirs, executors and administrators of such person shall be indemnified by the Club in accordance with, and to the fullest extent permitted, by Minnesota Statutes Section 317A.521 as it may be amended from time to time.

ARTICLE VI MISCELLANEOUS

6.1 Corporate Seal. The Club shall have such corporate seal or no corporate seal as the Board of Directors may from time to time designate.

6.2 Electronic communications. A Director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among Directors or

committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting.

6.3 Amendments. The Board of Directors may amend these Bylaws by adopting a resolution setting forth the amendment.

6.4 Authority to borrow, encumber assets. No member, Director, officer, agent or employee of the Club shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

6.5 Deposit of funds. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors from time to time.

ARTICLE VII ACCIDENTS

7.1 Any aircraft accident shall be investigated and resolved by the Board of Directors and the Safety Officer and/or their designees.

7.2 The pilot of an airplane which sustains damage while flying or taxiing during conditions that are not outside FAA minimums will be responsible and liable for the first \$1,000.00 on any aircraft owned by the Club.

7.3 Any member who uses a Club aircraft for any illegal action that causes damage to or loss of the aircraft shall reimburse the Club in full for all losses. This shall include all legal fees and expenses incurred by the Club due to these actions.

7.4 However, in any cases of the above, a member may request a Club Membership hearing to review the decision of the Board.

ARTICLE VIII MEMBERSHIP WITHDRAWAL; INACTIVE STATUS

8.1 Withdrawal of Members. A member may withdraw from the Club upon notification to the Secretary in writing thirty (30) days in advance. Said member shall have an additional thirty (30) days to request, in writing, to the Treasurer that the Club purchase 50% of his equity. If the member fails to request, as described, he/she forfeits to the Club all his equity. The Club, if requested by the member, shall purchase the share of a member wishing to withdraw from the Club and the Club shall have ninety (90) days from the date of the withdrawal notice to exercise this option. The withdrawal amount shall be fifty (50) percent of the member's current equity

8.2 Any Club member who has withdrawn from the Club and desires to rejoin the Club may be given credit for the non-refunded portion of their old membership or they may be charged with full membership fee. This decision is to be determined by the Board of Directors.

8.3 Any Club member who desires to become an inactive member after May 1, 2002, may apply to the Board of Directors for a Non-Flying Active status. The member will forfeit the right to use any of the Club aircraft, but will retain voting rights and will be obligated to pay monthly dues as determined by the Board of Directors. A delinquent active member shall not have the privilege of becoming a Non-flying Active member.

8.4 Any Non-Flying Associate (previous to 5/1/2002) of the Club desiring to fly Club aircraft again must submit a written request to the Secretary and also pay all membership assessments that have been missed, and any other monies due to the Club.

8.5 A member may be expelled by a two-thirds vote of the members voting at any regular or special meeting of the members. Ten (10) days notice shall be given to that member who shall have the right to be heard either in person or caused by counsel at a meeting of the Club called for this purpose. An expelled member, if requested by the member within 30 days from the date of the expulsion, shall receive from the Club a sum equal to fifty (50) percent the member's equity in the Club, less any monies, dues, or fines owed to the Club.

8.6 In the event of the death of a member, the Club shall, if requested by his estate within a reasonable time as determined by the Board of Directors, purchase from his estate fifty (50) percent of the deceased Club equity, less any monies, dues, or fines owed to the Club.

ARTICLE IX MEMBER PAYMENTS

9.1 A person duly elected to the Club as provided for by these by-laws shall be deemed a member upon payment of the current membership fee as determined by the Board of Directors.

9.2 Each member shall be assessed for member's share of the aircraft insurance. Insurance costs shall be equally divided among the active members.

9.3 Each member shall be assessed monthly dues. The monthly dues may be changed at the discretion of the Board of Directors.

9.4 The hourly flying rates for the Club aircraft shall include gasoline, oil and an overhaul reserve fund. The rates charged shall be determined by the Board of Directors, revised when necessary and recorded in the minutes.

9.5 Club members may be assessed when necessary. However, any assessment must be approved by a majority vote of the members present at the regular or special meeting,

9.6 Hangar rental, tie-downs, landing fees, etc. away from the home airport is the responsibility of the pilot using the airplane.

ARTICLE X DELINQUENCY

10.1 Any member who has failed to pay dues, hourly aircraft rates or any other sum due the Club within thirty (30) days after said sums shall be due, shall be considered a delinquent member and shall automatically be suspended from flying the Club aircraft and engaging in any other Club activity. When a delinquent member fails to pay any sum owed to the Club, or at the discretion of the Board of Directors, to make suitable arrangements with the Board of Directors for the payment thereof within sixty (60) days of the due date, the member shall automatically be considered as indicating his intention to withdraw from the Club.

ARTICLE XI CLUB FINANCES

11.1 No member or Officer may authorize expenditures or otherwise incur financial obligations in the name of the Club except as expressly provided for in these by-laws or other regulations duly promulgated by the Club Membership.

11.2 The Treasurer/Accountant is authorized to expend Club funds in payment for normal fixed costs of the Club and all operating costs. The Treasurer/Accountant must obtain approval from the Board of Directors for any unusual expenditure and all expenditures in excess of Five Hundred dollars (\$500.00), excluding normal operating costs.

11.3 The Maintenance Officer may authorize work on the Club aircraft in the amount of Five Hundred dollars (\$500.00) without seeking approval from the Board of Directors. The Maintenance Officer and the Treasurer/Accountant must concur that before authorizing any work there are sufficient funds to pay for the work.

11.4 Individual members shall be reimbursed for any personal expenditure when such expenditures for the Club aircraft repairs or maintenance are necessary to safely complete a trip back to the Buffalo Airport. A call shall be made to the Maintenance Officer or a Member of the Board of Directors in the case of required repair or maintenance expenditures incurred on a trip.

ARTICLE XII OTHER RULES

12.1 All members shall be responsible for operating Club aircraft in accordance with all current regulations.

12.2 Reservation for the use of Club aircraft shall be made in advance with the online or telephone reservation system, or by any other means determined by the membership.

12.3 When a member takes a Club aircraft he must indicate on the online or telephone register, or by any other means determined by the membership, the length of time he expects to be gone and his destination so that other pilots will know they can expect to use the aircraft.

12.4 On trips of fewer than three (3) days or two (2) nights, the member shall be charged for flight time only. On extended trips, arrangements must be made with the Board of Directors.

12.5 Aircraft engines will be preheated before starting in temperatures less than twenty (20) degrees above F or as required by the Pilots Operating Handbook. Pilot members will be responsible for fueling the airplane at the end of each flight.

12.6 The Hobbs meter readings in each plane will be used to determine the flight time. Flight time must be recorded and signed for on the flight sheets in each airplane.

12.7 All troubles or improper operation of the aircraft must be reported by phone to the Maintenance Officer or the President and a note left in the aircraft.

12.8 Club member with a private pilot license or higher, must fly the Club airplane when non-club passengers and/or pilots are in the airplane; except, a non-club instructor may fly as PIC as long as member is with.

12.9 No Club aircraft will be flown as VFR when the visibility is below 3 miles visibility and when there is less than a one thousand (1000) foot ceiling. All flights with visibility less than 3 miles and one thousand (1000) foot ceiling shall be flown in accordance with Instrument Flight Rules. Any violation of this rule leaves the pilot open to discipline and any and all damages that might arise.

12.10 Pilot members shall use only FAA approved airports for landings and takeoffs. (Check all necessary data on destination fields to determine that these airports are satisfactory.)

12.11 It is the pilot's responsibility, when flying any of the Club aircraft, to monitor oil changes and contact the Maintenance officer to schedule oil changes when needed.

12.12 All members that have not flown within the past ninety (90) days are required to fly a minimum of three (3) take-offs and three (3) full-stop landings with an instructor before flying Club aircraft.

ARTICLE XIII
ACCEPTING THE BYLAWS

13.1 Members shall read the Bylaws and acknowledge their understanding of and agreement with by signing and dating a copy that shall be returned to the Club.

The undersigned Secretary hereby certifies that the foregoing By-laws were adopted as the complete Bylaws of the Club by the Board of Directors of said corporation on this 25th day of July, 2005.

Don Scherbing
Secretary