

# BY-LAWS OF UNITED STATES ULTRALIGHT ASSOCIATION, INC.

Last revised August 1, 2005

*Changes from previous edition noted by vertical line in left margin.*

## ARTICLE I NAME AND LOCATION

Section 1. The name of this corporation shall be United States Ultralight Association, Incorporated.

Section 2. The principal office of this corporation shall be located at 104 Carlisle Street, Gettysburg, PA 17325

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may, from time to time, determine.

## ARTICLE II CAPITAL STOCK

The corporation shall have no authority to issue capital stock.

## ARTICLE III MEMBERSHIP

Section 1. Election of Members. Any person interested in becoming a Member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Secretary or Treasurer of the corporation.

Section 2. Qualifications. All those individuals who apply to the corporation shall be eligible for membership. Other than the payment of membership fees as outlined in Article XI, there are no other qualifications to fulfill in order to gain membership.

Section 3. Voting Rights. The Members of the corporation shall not have the right to vote except on those issues determined by the Board of Directors. This shall not prevent the Members from presenting their views to the Officers or Directors of the corporation, nor shall it prevent the Officers and Directors from soliciting input from the Members on various issues.

Section 4. Termination of Membership. The Board of Directors, by an affirmative vote of two-thirds of the Board, may suspend or expel a Member for good cause.

Section 5. Resignation. Any Member may resign by filing a written resignation with the Secretary or Treasurer. However, the resignation shall not relieve the

resigning Member of any unpaid dues, assessments or other charges owed to the corporation.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

#### ARTICLE IV MEETINGS OF MEMBERS

Section 1. Meeting Location. All meetings of Members shall be held at the office of the corporation in the State of Pennsylvania or at any other place within the United States designated by the Board of Directors pursuant to the By-Laws.

Section 2. Time for Meeting of Members. The meetings of the Members shall be held on any date which may be designated by the Board of Directors.

Section 3. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of Members shall be delivered by mail, to each Member in good standing, not less than ten nor more than 90 days before the date of the meeting. To the extent possible, this notice shall also include the purpose(s) of the meeting. Business transacted at meetings of members is not limited to the purpose(s) stated in the notice.

Section 4. Quorum. The number of Members in attendance at any meeting of Members shall constitute a quorum at such meeting, provided the notice of meeting was properly carried out.

Section 5. Proxies. At any meeting of Members, a Member in good standing may vote either in person or by proxy executed in writing by the Member or by the Member's duly authorized attorney. No proxy shall be valid after 11 months from the date of its execution.

#### ARTICLE V BOARD OF DIRECTORS ("THE BOARD")

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Pennsylvania.

Section 2. Number, Tenure and Qualifications. The number of Directors shall not be less than three and may be increased or decreased, from time to time, by vote of a majority of the entire Board of Directors. Until successors are duly elected, the Board shall consist of those persons named as Directors in the Charter. Unless otherwise directed by the Board of Directors, successors for the members of the Board shall be elected by the current members of the Board.

Directors serve at the pleasure of the Board and the privileges may be withdrawn at any time by a majority vote of the remaining Board of Directors. One Director shall be a Regional Representative ex-officio Board position with full voting rights. The Board of Directors shall fill this position from a slate of nominees received from the Regional Representatives. The qualification for nomination shall be that he/she be a current Regional Representative. This directors' term will coincide with the Regional Representative's term of office (two years) and shall terminate automatically upon the

Regional Representatives' resignation or failure to be re-elected as Regional Representative. At any time this ex-officio position is vacant or at the conclusion of the two-year term, whichever comes first, the Regional Representatives will present a nominee or slate of nominees to the Board which at their (the Regional Representatives) discretion may or may not include the sitting ex-officio Regional Representative.

Section 3 Special Advisor to the Board. This title may be bestowed upon any individual whom the Board so chooses. The purpose of this position is to encourage Board-level interaction with individuals representing other aviation organizations or with any other individual whom the Board designates. Individuals so designated are privileged to attend and participate in regular meetings of Directors, but they have no voting rights. Individuals selected by the Board for this position serve at the pleasure of the Board and the privileges may be withdrawn at any time by a majority vote of the entire Board of Directors.

Section 4. 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, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office. Any Director appointed in order to increase the number of Board members shall serve until the next annual election or until his/her privileges are withdrawn by a majority vote of the remaining Board of Directors.

Section 5. Compensation of Directors. Directors shall not receive any stated salary for their services. This shall not be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation for his or her services.

Section 6. Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this bylaw immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the request of the President or any two Directors, and shall be held at any place the Directors may determine.

Section 8. Quorum of the Board. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. But if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

## ARTICLE VI NOTICES

Section 1. Delivery. Notices to Directors and Members shall be in writing and delivered by mail, by presenting it to the Member or Director personally, or by leaving notice at the residence or usual place of business of the Member or Director. If mailed, notice shall be deemed to be given when deposited in the United States mail, postage

prepaid, and addressed to the Member or Director at his or her post office address as it appears on the records of the corporation.

Section 2. Waiver of Notice. A Director or Member may waive notice of any annual or special meeting by signing a written waiver of notice whether before or after such meeting. The waiver shall be filed with the Secretary or Treasurer. Notwithstanding the failure of a Member or Director to receive notice of any meeting, or any defect in the giving of such notice, actual attendance at such meeting or voting by proxy (in the case of a Member) shall be deemed a waiver of notice by that person.

## ARTICLE VII OFFICERS

Section 1. Officers. The Officers of the corporation shall be a President, Executive Vice President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and/or a Treasurer, and such other Officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of the President.

Section 2. Election and Term of Office. The Officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties. The several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of Officers of the same title serving in corporations having the same or similar general purposes and objectives as this corporation.

Section 6. President; Powers and Duties. The President's duties shall be to preside at all meetings of the Members and all meetings of the Board and to actively engage in public appearances and special projects of the corporation in collaboration with the Executive Vice President and subject to the continuing authority of the Board of Directors. The President shall not be responsible for the day to day management of the business of the corporation.

Section 7. Executive Vice President; Powers and Duties. The Executive Vice President shall be the chief executive officer of the corporation. The Executive Vice President's duties shall be to have general and active management of the business of the corporation subject to the authority of the Board of Directors, and shall see that all orders and resolutions of the Board are carried into effect. The Executive Vice President shall have the authority to execute in the corporate name all authorized deeds, mortgages, bonds, contracts, or other instruments requiring a seal, under the seal of the corporation, except in cases in which the signing or execution shall be expressly delegated by law or by the Board of Directors to some other Officer or agent of the corporation.

Section 8. Vice-President; Powers and Duties. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

Section 9. Secretary; Powers and Duties. The Secretary of the corporation shall have the following powers and duties:

- a. To keep the minutes for all the meetings of the Members and the Board of Directors in one or more books provided for that purpose;
- b. To see that all notices are duly given, in accordance with these By-laws or as required by law;
- c. To be custodian of the corporate records and the seal of the corporation;
- d. To see that the seal of the corporation is affixed to all documents duly authorized for execution under seal on behalf of the corporation;
- e. To perform all duties incidental to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board of Directors.

Section 10. Treasurer. The Treasurer shall exercise overall supervision over the handling of funds and shall be responsible for ensuring that the required financial documents and records are maintained. The Treasurer shall report to the Board of Directors, and shall prepare and render periodic financial analyses and reports for the Board of Directors, the President, and the membership. All financial transactions and contracts in excess of \$5,000, including applications for credit, or contracts that obligate the association for more than one year shall require the signature of the Treasurer and the Executive Vice President. He/she shall perform all other duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors or the President. The Treasurer is responsible for ensuring that USUA has filed reports and made payments to appropriate government agencies.

## ARTICLE VIII CORPORATE ACTIONS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, or any agent or agents of the corporation, to enter into any contract or to 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 2. Loans. No loans shall be made or 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 3. Checks, Drafts, or Orders. All checks, drafts or other orders for the payment of money by or to the corporation and all notices and other evidence of indebtedness issued in the name of the corporation shall be signed by the Executive Vice President or other such Officer or Officers or agent or agents of the corporation, and in such manner, as shall be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in the AllFirst Bank or in other such banks, trust companies, or other depositories as the Board of Directors may select.

#### ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a Member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary.

#### ARTICLE X BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, committees having and exercising any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the Members entitled to vote.

#### ARTICLE XI DUES

Section 1. Annual Dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by Members of each class, and shall give appropriate notice to the Members.

Section 2. Payment of Dues. Membership dues shall be paid annually in advance. The month in which a Member joins the corporation shall be declared his or her anniversary month. Succeeding annual membership payments for that member are due each year on the first day of his or her anniversary month.

Section 3. Default and Termination of Membership. When any Member is in default in the payment of dues for a period of Thirty (30) days from the date such dues become payable, his membership may thereupon be terminated.

ARTICLE XII  
FISCAL YEAR

The fiscal year of the corporation shall be from 1 October to 30 September and may be amended by resolution of the Board of Directors.

ARTICLE XIII  
AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Board of Directors at any regular or special meeting of the Board.