

**BYLAWS
OF
POSITIVE AURORA AIRPORT MANAGEMENT, INC.**

**ARTICLE I
ORGANIZATION, OFFICERS AND PURPOSE**

SECTION 1. ORGANIZATION

The name of this corporation shall be **POSITIVE AURORA AIRPORT MANAGEMENT, INC.** organized under the Oregon Nonprofit Corporation Act.

SECTION 2. PURPOSE

The purpose of the corporation is to promote and preserve safe and efficient operation of the Aurora State Airport, to promote the economic viability of the Aurora State Airport and to enhance its compatibility with the surrounding neighborhoods.

SECTION 3. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of business is located at [DELETE: PO Box 446, in the City of Aurora, County of Marion, State of Oregon. END DELETE] [ADD: 14323 Stenbock Way, # 9W; Aurora, Oregon; 97002, or such other office as the Board of Directors shall from time to time establish. END ADD]

**ARTICLE II
MEMBERSHIP**

SECTION 1. CLASSIFICATION OF MEMBERS

The Corporation shall have two classes of members. One class shall be known as Voting Members and shall have voting and other rights. The other class shall be known as Ex-officio Members and shall have no voting or other rights except as may [ADD be END ADD] (note: adding the word "be" corrects a typo in the bylaws) defined elsewhere herein. Ex-officio members shall be representatives of state, county, and city governments.

SECTION 2. ELIGIBILITY AND QUALIFICATION FOR MEMBERSHIP

[DELETE: Any natural person who is interested in aviation and the Aurora State Airport and falls into one of the following categories shall be eligible for voting membership. END DELETE]

Both shall be paid annually thereafter at such times as may be fixed by the Board of Directors. The Board of Directors shall have the authority to, at time to time, modify the dues. [DELETE: in such amounts as shall be determined by resolution of the Board of Directors. Initial dues shall be in the amount of \$25.00 and shall be payable for the first year on admission to membership and annually thereafter at such times as may be fixed by the Board of Directors. END DELETE]

A voting member, on learning of the amount of dues determined by the Board of Directors, may avoid liability for the dues by promptly resigning his/her membership. Ex-officio members shall not be liable for annual dues.

SECTION 6. NONPAYMENT OF DUES

Membership of any member who fails to pay his/her dues when due or within 60 days thereafter shall automatically terminate at the end of such 60 day period, provided such member shall be given a 15 day prior written notice of termination stating the reason therefore. The notice shall be given personally to such member and sent by [DELETE: first class mail to the last address of such member END DELETE] [ADD: email to the email address END ADD] as shown on the membership records of the organization.

SECTION 7. NUMBER OF MEMBERS

There shall be no limit on the number of members the organization may admit.

SECTION 8. TRANSFERABILITY OF MEMBERSHIP

Neither the membership in this organization nor any rights in the membership may be transferred or assigned for any purpose whatsoever.

SECTION 9. MEMBERSHIP RECORD

The organization shall keep a record of the names, addresses and telephone numbers of each member. The record shall also contain the fact of termination and the date upon which such membership ceased. The record shall be kept by the Secretary or other appropriate officer. The record of names and addresses shall constitute the membership list of the organization and shall not be used in whole or in part by any person or any purpose not reasonably related to a member's interest as a member.

SECTION 10. NONLIABILITY OF MEMBERS

A member of this organization shall not, solely because of such membership, be personally liable for the debts, obligations or liabilities of the organization.

SECTION 11. RIGHTS OF EX-OFFICIO MEMBERS

SECTION 4. NOTICE OF MEETINGS

Written notice of the annual meeting of the members shall be [DELETE: personally either delivered or mailed by United States mail, postage prepaid, END DELETE] [ADD: personally delivered, mailed postage prepaid by United States mail, or sent electronically by email or facsimile. END ADD] not less than 30 business 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. At the discretion of the Board of Directors, additional, written notice of regular meetings other than the annual meeting may be [DELETE: personally either delivered or mailed by the United States mail, postage prepaid END DELETE] [ADD: personally delivered, mailed postage prepaid by United States mail, or sent electronically by email or facsimile. END ADD], not less than 10 business 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.

In the event the notice is given by mail or other means of written communication, it shall be addressed [ADD: or sent END ADD] to the member at the address [ADD: ,email address or facsimile number END ADD] of record of such member DELETE: appearing on the boards of the organization END DELETE] or at the address given by the member to the organization for the purpose of the notice. Where no such address appears or is given, notice shall be given at the principal office the organization.

If a special meeting is called by the members as authorized by Section 3 of this Article the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice President or Secretary of the organization. The officer receiving the request shall promptly cause written notice to be given to the members that such a meeting shall be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board of Directors and shall be not less than 20 nor more than 40 days after receipt of the request for the meeting by the officer. If the notice is not given within 15 days after receipt of the request, persons calling the meeting may give notice themselves.

SECTION 5. CONTENTS OF NOTICE

The notice shall state the date, time and place of the meeting. 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.

SECTION 6. QUORUM

A quorum at any meeting of the members shall consist of one-third or 25 of the voting members, whichever is less. All votes must be made in person by an individual in attendance at the meeting, or by ballots where ballots are to be returned. In the absence

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors or officers shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the organization in order to be counted. Approval of action by written ballot shall be valid only when 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, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors and officers may be elected by written ballot. Such ballots for the election of directors or officers shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 10. REASONABLE NOMINATION AND ELECTION PROCEDURES

The organization shall make available to voting members reasonable nomination and election procedures for the election of directors and officers by voting members. Such procedures shall be reasonable given the nature, size and operations of the organization.

ARTICLE IV DIRECTORS

SECTION 1. NUMBER OF DIRECTORS

The organization shall have not less than ~~DELETE: three~~ ~~END DELETE~~ ~~[ADD: five~~ ~~END ADD]~~ nor more than eleven directors. The President, Vice President, Secretary and Treasurer shall be members of the Board of Directors. The President shall also be Chairman of the Board and shall preside at all Board of Directors meetings. The directors shall collectively be known as the Board of Directors. The exact number of directors shall be fixed from time to time by resolution of the Board of Directors within the limits specified herein.

SECTION 2. QUALIFICATION

The directors of the organization shall be residents of the States of Oregon and Washington and except for the initial board of directors shall be continuously dues paying members of the organization for a minimum period of one year prior to their election to director.

SECTION 3. TERMS OF OFFICE

- d) Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business.
- e) Action by a Majority. Every act or decision by a majority of the authorized number of Directors at a meeting duly held at which a quorum is present is the act of the Board of Directors, except as otherwise provided by law.
- f) Conduct of Meetings. The President or, in his absence, the Vice President, or in his absence, any Director selected by a majority of the Directors present shall preside over meetings of the Board. The Secretary of the organization or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.

ARTICLE V OFFICERS

SECTION 1. NUMBER AND TTLES

The officers of the organization shall be President, Vice President, Secretary, Treasurer and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. An officer of the organization may hold only one office at a time.

SECTION 2 QUALIFICATIONS

The officers of the organization shall be residents of the States of Oregon or Washington and shall be voting members of the organization.

SECTION 3. TERMS OF OFFICE

The officers shall be elected for a one year term at each annual meeting of the members as prescribed by the Bylaws. Any officer may resign at any time by written notice to the organization without prejudice to the rights, if any, of the organization under any contract to which the officer is a party.

SECTION 4. DUTIES OF OFFICERS

- a) President. The President shall preside at all meetings of the Board of Directors and of the members. He/she shall sign in the name of the organization all correspondence committing or in any way binding the organization. He/she shall coordinate the activities of the organization and promote the general welfare of the organization; shall appoint all committee chairs unless otherwise specified; shall carry out the collective wishes of the members. He/she shall perform such other duties as specified in Robert's Rules of Order. The President shall be a

ARTICLE VIII
ASSOCIATION RECORDS AND REPORTS

SECTION 1. RECORDS

The organization shall keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. The organization shall also keep a record of its members, giving their names and addresses. The minutes shall be kept in either written form or in any other form capable of being converted to written form.

[DELETE: SECTION 2. ANNUAL REPORT

The Board shall cause an annual report to be made available at a regular meeting or, at its option, sent to the members not later than 120 days after the close of the organization's calendar or fiscal year. The report shall summarize the principal activities of the organization and shall include the certificate of the Treasurer that such statements were prepared without audit from the books and records of the organization. END DELETE]

ARTICLE VIX
DISSOLUTION

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated in support of aviation and aviation safety

CERTIFICATE OF SECRETARY
of Positive Aurora Airport Management, Inc., an Oregon nonprofit corporation.

I hereby certify that I am the duly elected and acting Secretary of the Positive Aurora Airport Management, Inc. and that the foregoing Bylaws, comprising 11 pages, constitutes the Bylaws of this organization as duly adopted at a meeting of members thereof held on the _____ day of _____, 19 _____.

Date: _____
Secretary _____