

**BYLAWS OF
LAS CRUCES AVIATORS**

March 20, 2018

**ARTICLE 1
NAME AND LOCATION**

1.1. Name. The name of this corporation, which is a nonprofit corporation organized under the Nonprofit Corporation Act of the State of New Mexico, is Las Cruces Aviators (hereinafter "Corporation" or "Club").

1.2. Principal Office. The principal office of this Corporation shall be situated in the State of New Mexico at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

**ARTICLE 2
PURPOSE**

2.1. General Purpose. The Corporation is organized and operated for the following general purposes:

- (a) Exclusively as a social club organized and operated for the pleasure, recreation, and education of its Members within the meaning of ' 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.
- (b) To exercise such of the rights, powers, duties and authority of a nonprofit corporation organized under the Nonprofit Corporation Act of the State of New Mexico which are consistent with the preceding paragraph.
- (c) The Corporation shall not engage in the business of making its social, recreational, and educational facilities available to the general public. Further, the Corporation shall not make any solicitation of the general public to utilize Club facilities.

2.2. Specific Purposes. The specific purposes of the Corporation include, without limitation, the following:

- (a) To encourage and promote an interest in aviation
- (b) To advance the knowledge of its Members in aeronautical subjects
- (c) To develop aviation and to educate pilots and aviation enthusiasts in safe operations.
- (d) To bring Members the social benefits and pleasures of recreational flying and socializing with other aviation enthusiasts in a club environment.

ARTICLE 3

MEMBERSHIP

3.1. Qualifications For Membership. The Members of the Club shall consist of such persons that:

- (a) apply for membership on a form approved by the Board of Directors;
- (b) pay a non-refundable membership fee to join along with one full month's dues;
- (c) subscribe to the purposes and goals of the Club;
- (d) agree to abide by the Bylaws of the Club as amended from time to time;
- (e) agree to abide by the Operating Rules or other such governing document of the Club, if any;
- (f) agree to abide by the rules and regulations of Federal Aviation Agency (FAA) and as listed as a Federal Aviation Regulation (FAR) that pertain to the Club, pilots, and flight;
- (g) who are financially able to meet the obligations of the Club;
- (h) who profess an interest in aviation; and,
- (i) who are approved for membership by a majority of the Board of Directors. Any person not approved will have the membership fee and dues that were remitted with the application, refunded to him/her.

3.2. Members in Good Standing. To be considered a Member in Good Standing, one must have met all financial and other obligations to the Club and be current in the payment of the monthly dues and flying time, not be inactive, suspended, or terminated.

3.3. Classes of Members. The membership of the Club shall be divided into two (2) classes: Flying Members and Associate Members.

(a) Flying Members. Flying Members include all Members who are entitled to fly Club aircraft as set forth in the Las Cruces Aviators Operating Rules consistent with their flight hour requirements, airmen certificate, medical certificate, and standing with the Club. Membership is to be limited to 20 Flying Members per aircraft, or per insurance requirements, whichever is less. A 2/3 vote of the Board of Directors is required to change this membership limit.

(b) Associate Members. Associate Members include all persons with an interest in aviation that do not wish to pilot an aircraft, or earn a pilot's license. This person may attend all Club events and meetings. Membership is to be limited to 20 Associate Members per aircraft. A 2/3 vote of the Board of Directors is required to change this membership limit.

3.4. Membership Dues. All Members shall pay monthly membership dues to the Club in such amounts and in such manner as the Board of Directors determines from time to time. Members shall be given no less than thirty (30) days notice of change in monthly membership dues.

3.5. Member Meetings. See Section #6.3

3.6. Inactive Member. A Member may become inactive by notifying the President by mail or by generally accepted electronic or digital means 30 days in advance of the date they wish to

become inactive. The Member will be considered inactive on the 1st of the following month. Inactive Members do not have flying or voting privileges. The Member may return to active status within 24 hours of notification by paying a pro-rated share of that months dues. If there is less than 10 days left in that month, the dues for the following month will also be remitted with the pro-rated dues.

- (a) A Member that has been inactive within the last 18 months must submit a request to become inactive again to the Board for approval.
- (b) A Member that has been inactive for 12 months will have their membership terminated.

3.7. Suspension and Expulsion. Any Member may be suspended or expelled from membership with or without cause upon the affirmative vote of at least two-thirds (2/3) of all the Directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Club. Nothing in these Bylaws shall be construed as granting to any Member a continued membership or expectation of membership in the Club.

3.8. Termination of Membership. A Member may terminate his/her membership in the Club by providing thirty days (30) written notice (as defined in in Article 6.1). No refund of monthly dues paid will be given. The membership of each Member of the Club will automatically terminate upon the Member's death, resignation, or expulsion. Additional grounds for termination of membership may be failure to pay dues, violation of the By-Laws, Operating Rules, or other such governing document, failure to follow FAA and FAR guidelines, or other such reason in the Club's By-Laws, Operating Rules, or other such governing document. Unless otherwise determined by the Board of Directors, each Member's membership will immediately terminate if his or her membership dues have not been paid within ninety-one (91) days after such Member's dues were due. Members terminated as a result of expulsion may not renew their membership in the Club without obtaining the affirmative vote of at least two-thirds (2/3) of all the Directors. Members terminated as a result of non-payment of dues may reactivate their membership in the Club within two years after such termination by the payment of all current and past due membership dues. Members terminated as a result of resignation or for non-payment of dues in excess of two years may renew their membership only by re-application for membership in the Club. Any Member whose membership is terminated shall have no recourse against the Club or any of the officers or Board of Directors of the Club.

ARTICLE 4

DIRECTORS

4.1. Powers. Subject to any limitations of the Articles of Incorporation, the New Mexico Nonprofit Corporation Act or these Bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have no less than the following powers:

- (a) To appoint, in the case of a vacancy, or remove any officer of the Club subject to such limitations as may appear in the Bylaws, and to prescribe such powers and duties for officers

as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

(b) To conduct, manage, enforce, promulgate and control the affairs of the Corporation, and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best. Each Member of the Board of Directors may enforce all said rules and resolutions in the first instance until action of the Board can be obtained.

(c) To designate any place for the holding of any membership meeting or Board of Directors meeting, to change the principal office of the Corporation for the transaction of its business from one location to another; to adopt make and use a corporate seal and to alter the form of such seal from time to time, as, in their judgment, they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purpose of the Corporation and to cause to be executed and delivered therefor, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, contract debts, and securities thereof.

(e) To execute documents necessary for the operation of the Club. Such documents, in addition to those above in 4.1.(d) shall be executed in the Corporation's name and may include hangar lease (either entire hangar or a space within a hangar), airplane lease(s), utility services, opening and/or closing of bank accounts, or other such document necessary to be executed for the operation of the Club.

(f) To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same or the income and profits therefrom.

(g) To cause the Corporation, Las Cruces Aviators, to own and/or lease one or more aircraft for the education, transportation, and general use of the Members of this Club.

(h) The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the Club.

(i) To create such trusts, foundations, non-profits, and subsidiaries, as the Board of Directors shall deem necessary and to appoint the trustees, Directors, or other governing officials of such legal entities.

(j) To levy a special assessment on the membership by a 2/3 vote of the Board of Directors.

(k) To set the application fee, monthly dues, and flying rates by a majority vote of the Board of Directors. Such fees shall be published in a rate schedule, provided to the Members, or posted to a place where all have access, such as a website or at the Club facility/hangar. A thirty day notice of such changes will be required before going into effect. On a case by case

basis, the Board of Directors, by a majority vote may waive any fee or monthly dues.

(l) To suspend flying privileges if the amount of flying fees and/or dues deemed excessive by the President or Board. Such suspension may occur even if the flying fees have not been yet billed to the Member. For example, a relatively new Member is working on getting a pilot's license, and is flying often to build time. The Member has incurred \$2000 in charges and has no, little, or poor payment history with the Club. It would be appropriate to suspend flying privileges until a payment has been made. The Member can have the suspension lifted by making a payment on his/her account. The Member may also file a written protest with the Board if he/she does not agree with the suspension. A majority vote of the Board of Directors will resolve any such written protest.

4.2. Number of Directors. The number of Directors constituting the entire Board shall be a minimum of three (3) and a maximum of five (5), or as fixed by resolution of the Board for that year. Subject to the foregoing, the number of Directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds (2/3) of all Directors then in office. No decrease in the number of Directors shall shorten the term of any Director then in office.

4.3. Qualifications for Office. Persons serving on the Board of Directors must be a Member in good standing of this Non-Profit Corporation. No person who is holding public office is eligible to be a Director. Each Director shall serve without compensation except for reasonable expenses incurred for the Corporation. Each Director shall be at least 18 years of age and otherwise legal to enter into contracts and other agreements as needed.

4.4. Election of Directors. All Directors shall be elected by the voting Members of the Club at the annual meeting. The Directors shall be elected before the officers are elected. If the President that is elected was not elected as a Director, then the number of Directors will increase by one so that the President may also serve on the Board of Directors.

The term of each Director, upon being elected to office, shall begin as of the date of the annual membership election. This date may be modified by the Board of Directors by a majority vote.

4.5. Term of Office. The regular term of office for each Director shall be three (3) years, unless sooner terminated by death, incapacity, resignation or removal. All Directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the Director's prior resignation or removal as hereinafter provided. If the President elect increased the number of Directors by one as noted in ByLaws' Article #4.4.4, then that Director's term will terminate at the annual meeting with the election of new officers.

4.6. Staggering of Terms. The terms of the Directors shall be staggered. In order to stagger the terms of Directors, as close as possible to one-third (1/3) of the Directors shall be selected each year. In order to stagger the terms of the initial elected Directors, at the first Annual Member's Meeting,

each Director will be elected by the membership for that specific term, a 1, 2, or 3 year term respectively.

4.7. Nomination of Directors. The founders/organizers of the Club shall appoint the initial Board Members and Officers from amongst themselves. Nominations for Director(s) thereafter, will take place at the annual meeting of voting Members.

4.8. Removal, Resignation. Any Director may resign from office at any time by giving a thirty (30) written notice by prepaid mail, hand delivery or email to a Board Member or the President of the Club. Any Director may be removed for cause by a two-thirds (2/3) vote of all of the other Directors then in office.

Cause for removal exists (without limiting other causes for removal) whenever a Director:

- (a) fails to attend three (3) consecutive regular meetings of the Board of Directors, notwithstanding that he or she otherwise qualifies for office;
- (b) is convicted of a felony;
- (c) has committed a material breach of his or her fiduciary duty;
- (d) has committed an act of moral turpitude; or
- (e) has been suspended or expelled from the Club as a Member.

4.9. Existence of Vacancies. A vacancy in the Board of Directors exists in case of the happening of any of the following events:

- (a) The death, incapacity, resignation, or removal of any Director.
- (b) The authorized number of Directors is increased.
- (c) At any meeting of the voting Members at which a Director is to be elected, but the voting Members fail to elect the full authorized number of Directors to be voted for at that meeting.

4.10. Filling of Vacancies. Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining Directors. A Director so chosen shall serve until the position can be filled at the next annual meeting of members. If the Board of Directors accepts the resignation of a Director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective until the next election. However, the Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of Directors. In the event that the Board decides not to fill a vacancy for a Director whose office is subject to election by the voting Membership, the President may call a special meeting of the voting Members to elect such Director. In the event there is only One Board of Director, that Director, along with a majority of the serving officers of the Club may appoint a Member in Good Standing to serve until the next membership election, at which time the membership shall elect Board Members to fill out the remainder of the departed Members' terms. (See also Bylaws' Article #6.3.1)

4.11. Board of Directors: Meetings, Quorum, Voting, Actions, and Advisors. See Section #6.2

ARTICLE 5

OFFICERS

5.1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

5.2. Number and Selection. The Officers of the Club shall be a President, Vice President, Secretary, Treasurer, Aircraft Maintenance Officer, Safety Officer, Membership Officer, and Publicity officer. The Officers shall be elected from the members in Good Standing at the Annual Meeting of the Club, after the election of the Board of Directors, and shall hold offices for the ensuing year. Offices may be combined or not filled based on the membership needs and Members willing to serve.

The term will begin at close of the annual meeting and will continue until the close of the next annual meeting where the next officers will be elected for the following term. (See also Bylaws' Article #6.3.1)

All officers will keep the President constantly apprised to all matters related to their position. The President, will keep the Board of Directors constantly apprised of all matters related to the Club including matters reported by the officers.

The Board of Directors reserves the authority to create additional officers, such as Assistant Secretaries, Assistant Treasurers, and such other officers as they may determine. The President must also be a Director of the Corporation. Each officer shall hold office until a successor is elected and qualified, or until the officer's resignation, death or removal. Vacancies in offices shall be filled by election by a majority vote of the Board of Directors at any time to serve until the next membership election.

5.3. Resignation and Removal. The resignation of any officer shall be tendered with thirty (30) days written notice by prepaid mail, hand delivery, or email to the President or any Board Member. Any officer may be removed during their term by majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Such removal shall terminate all authority of the officer, except that any rights to compensation and other perquisites shall depend on the terms of the officer's employment and the circumstances of removal.

5.4. President. The President shall be the chief executive and operating officer of the Club, and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The President shall serve on the Board of Directors and preside at all meetings as Chairperson of the Board of Directors. The President shall be responsible for ensuring that he/she or at his direction, the Secretary, that notices of any meeting and the agenda for that meeting shall be given per the notice requirements contained herein or by resolution of the Board. The President shall be responsible for education workshops (or forming a committee for such), for the Club and will work in conjunction with the Social Officer for these events. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

5.5. Vice President. The Vice President shall preside in the absence of the President. The President may assign specific duties to the Vice-President – in particular, the Vice President may be temporarily assigned as a Board of Director, as needs arise.

5.6. Secretary. The Secretary shall cause to be kept at the principal office of the Corporation, the Secretary's principal place of business, or such other place as the Board of Directors may order, the official seal of the Corporation (if any), the membership roster and a collection of minutes of all meetings of Directors and Members. The Secretary shall keep a membership list containing names and addresses of each Member, and other information required by the insurance company or other governing agency which affects the Club. Said list shall also include dates a membership has become inactive (and then active again) or has ceased. The Secretary shall also maintain and protect a file of all official and legal documents of the Corporation at the Corporation's principal place of business or other place as the Board of Directors may order. Additionally the Secretary shall maintain an up-to-date compilation of Club By-Laws, Operating Rules, Policies, and/or other governing document approved by the Board of Directors. If so directed by the President, the Secretary shall provide the notices and agenda of the annual and/or special meetings of the voting Members as provided in these Bylaws. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

5.7. Treasurer. The Treasurer shall have custody of all Corporation funds; keep full and accurate accounts of all receipts and disbursements of the Corporation, an inventory of assets, and a record of the liabilities of the Corporation; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. If the President and Treasurer are the same person, then such required permissions listed herein, must be from the Board of Directors. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers. Such delegation may be temporary, such as when the Treasurer is out of town, ill, or otherwise unavailable, or may be permanent per the Board's discretion.

5.8. Aircraft Maintenance Officer. The Aircraft Maintenance Officer shall be responsible for the maintenance of current information in the log books of the aircraft. The Aircraft Maintenance Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certified aircraft and engine mechanic, and for obtaining all checks, inspections, major overhauls and for compliance with all Airworthiness Directive Notices and service bulletins for the aircraft. The Aircraft Maintenance Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

5.9. Safety Officer. The Safety Officer should work in cooperation with the other Officers, the Club approved CFIs, and the FAA to conduct Safety Seminars. The Safety Officer shall be responsible for firefighting equipment and overall fire safety. The Safety Officer shall be responsible for building and equipment safety. The Safety Officer shall coordinate with the President to securing adequate insurance coverage for the building and aircraft and enforce the necessary provisions of that insurance. A Certified Flight Instructor certificate is desired as a qualification of the Safety Officer.

5.10. Membership Officer. The Membership Officer shall work to maintain and grow the Club's membership. This officer shall assure that all membership applications are complete before being presented to the Board of Directors for approval. The Membership Officer and Social Officer will work together to create flyers, advertising, and promotional activities. All such items will be first approved by the Board of Directors before being made public.

5.11. Social Officer. The duties of the Social Officer shall be to assume responsibility for the social media outreach efforts including the website, Facebook page and other media approved by the Board, to maintain the Club's social calendar, to form and lead ad-hoc committees to organize and implement social and recreational activities such as fly-outs, fly-ins, open hangar days, etc. The Social Officer will work with the Membership Officer to create flyers, advertising, and promotional activities. The Social Officer will work in conjunction with the President on educational workshops or events. All such items will be first approved by the Board of Directors before being made public.

5.12. Salaries. The salaries of the officers, if any, of the Corporation shall be fixed from time to time by the Board of Directors. The Board of Directors may delegate to any officer the authority to fix the salary or other compensation of subordinate officers. No officer or subordinate officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the Corporation. The Board of Directors may make provision for continuance, for a reasonable period, of a reasonable portion of the salary of any officer who may become disabled during their term of office.

5.13. Annual Transition. To maintain Corporation continuity, officers whose terms of office have expired shall assure the orderly transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired shall take all appropriate steps to substitute their successors on all of the Corporation's financial accounts and signature cards.

ARTICLE 6

MEETINGS – BOARD MEETINGS & MEMBER MEETINGS

- 6.1 Notice definition: Unless otherwise specified, “**written notice**” or “**notice**” will be defined as:
- (a) Written notice mailed prepaid to each Member or Board Member at the address appearing on the books of the Club; or
 - (b) Notice delivered by email, facsimile or other generally accepted electronic or digital means to the email, phone number, or other means for electronic or digital means delivery appearing on the books of the Club; or

(c) Personal delivery;

(d) Additionally any meeting of the Board of Directors may also post the notice of such meeting, at the principal place of business of the Corporation or in such other place as may be designated by the Board of Directors.

6.2. Board Meetings.

6.2.1. Place and Number of Meetings. Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all Directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

6.2.2. Annual and Special Meetings. Immediately following each annual meeting of voting Members, the Board of Directors shall hold an annual meeting for the purpose of appointing unfilled vacancies for Board Member(s) or officer(s). Other business may be transacted at the annual meeting if proper notice thereof is given. Special meetings of the Board of Directors for any purpose(s) may be called at any time by the President, or, if the President is absent, or unable or refuses to act, by at least two of the Directors then in office.

6.2.3. Regular Meetings. The Board shall hold at least three (3) meetings each calendar year. Regular Meetings may be held in person, by digital means, electronic means or other acceptable means adapted by resolution of the Board of Directors

6.2.4. Notice of Meetings. A regular meeting of the Directors may be held without prior notice. For Special Meetings, Notice should be given to the Directors at least three (3) days in advance of such meeting. Such notice shall state the general nature of the business to be considered at the special meeting. If all Directors are present at the meeting, or if a non-attending Director provides either a written or digital waiver of notice or a consent to holding such a meeting or an approval of the minutes thereof, notice requirements may be waived.

6.2.5. Quorum and Voting. A quorum will consist of at least a majority of the total number of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held, at which a quorum was present, shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation or by these Bylaws. Each Director present shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

A Director may participate in any meeting of the Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

6.2.6. Action Taken without a meeting: Any action that may be taken at a meeting, may also be taken without a meeting and without a physical vote, if a consent in writing (including email or other electronic correspondence), setting for the actions so taken is provided by a majority of those eligible to vote on that issue.

6.2.7. Tied Votes. If votes are tied, then another vote will be held. If the vote is still tied, the President will refrain from voting, and a third vote shall be held to determine the final vote outcome.

6.3. Member Meetings.

6.3.1. Meetings of Members. The annual meeting of the voting Members shall be held at a time and place determined by the Board of Directors. All annual meetings should occur on or before April 1st annually each year, or such other time as the Board of Directors may fix, providing that the annual filing to the New Mexico Secretary of State Corporation Division can be completed on time.

Board of Directors positions that are expiring or that is being served by an appointed person and all Officer positions are to be filled at the annual meeting by a majority of the Members present that represent a quorum.

Only Members in good standing will be allowed to vote (see #3.2 for definition).

Any position left unfilled after the annual meeting may be filled by appointment by a majority vote of the Board of Directors.

Special meetings of the voting Members for any purpose or purposes may be called at any time by the President, by a majority of the Directors, or upon written petition by at least ten percent (10%) of the voting Members.

6.3.2. Notice of Meetings of Members. Notice of each regular and special meeting shall be given by notice as defined in Bylaws' Article #5.1 Such notices shall be sent not less than seven (7) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice whether the meeting is an annual meeting, regular meeting, or special meeting shall be designated as such on the notice.

6.3.3. Quorum. The presence in person of twenty-five percent (25%) of the voting membership shall constitute a quorum. The Members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present.

ARTICLE 7

PROHIBITED ACTIVITIES

7.1. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under ' 501(c)(7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

7.2. Private Inurement. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or Members. Specifically, Club revenue generated from nonmembers shall not be used to the personal advantage of the Members (such as in reduced dues, improved facilities, and the like). However, the Corporation is authorized to pay reasonable compensation to employees for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

7.3. Non-Discrimination. In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin or gender.

7.4. Commercial operations or Business Activities. Club Aircraft may not be used for commercial operations nor business activities.

ARTICLE 8

OTHER FINANCIAL MATTERS

8.1. Property of the Corporation. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

8.2. Disposition Upon Dissolution. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under ' 501(c)(7) of the Internal Revenue Code of 1986, as amended.

8.3. Contracts. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it monetarily liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary or any Assistant Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal (if any) of the Corporation thereto.

8.4. Voting Stock Owned by the Corporation. The Board of Directors may by resolution provide for the designation of the person who shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the security holders of any corporation or other entity in which this Corporation may hold voting stock or other securities, and may further provide that at any such meeting such person may possess and exercise all of the rights and powers incident to the ownership of such voting securities which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may revoke any such powers as granted at its pleasure.

8.5. Financial Accounts. The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

8.6. Appointment and Employment of Advisors. The Board may from time to time appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including an executive officer, attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

8.7. Limitations on Debt. Specifically, without limitation, no loan shall be made to any officer or Director of the Corporation. Any Director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

8.8. Liability of Directors and Officers. No Director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual Members shall be liable for acts, neglects or defaults of an employee, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following of done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

8.9. Liability of Members. No Member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment.

8.10. Property Interests Upon Termination of Membership. Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any Member, but shall not affect

any indebtedness of the Corporation to such Member.

8.11 Fiscal Year. The fiscal year of the Corporation shall be from each January 1 to each December 31.

ARTICLE 9 **COMMITTEES**

9.1. Committee Powers. Committees of the Corporation shall be standing or special. The Board of Directors may establish any standing or special committee it deems appropriate from time to time. All committees shall have the duties and responsibilities as the Board shall designate. No committee has the power to do any of the things a committee is prohibited from doing under the New Mexico Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

9.2. Limitations. Except in cases where these Bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No Member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Corporation.

ARTICLE 10 **INDEMNIFICATION**

10.1. Right to Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or officer of the Corporation or, while serving as a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a Director, officer, employee, or agent or in any other capacity while serving as a Director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by state law, as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the corporation to provide broader indemnification rights than state law permitted the Corporation to provide before the amendment), against all expenses, liability, and loss (including attorney fees, judgments, fines, ERISA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a Director or officer and shall inure to the benefit of his or her heirs, executors, and administrators; provided, however, that except as provided in the next section with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of the

Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

10.2. Non-Exclusivity of Rights. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of stockholders or disinterested Directors, or otherwise.

10.3. Insurance. The Corporation shall purchase all required insurance to operate which may include hull and liability insurance on the leased aircraft and hangar premises. The Corporation may also purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify the person against the liability under these bylaws or the laws of the state of New Mexico.

10.4. Changes in New Mexico Law. If there is any change of the New Mexico statutory provisions applicable to the Corporation relating to the subject matter of this Article, then the indemnification to which any person shall be entitled under this Article shall be determined by the changed provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next Section, the Board of Directors is authorized to amend these bylaws to conform to any such changed statutory provisions.

10.5. Amendment or Repeal of Article. No amendment or repeal of this Article shall apply to or have any effect on any Director, officer, employee, or agent of the Corporation for or with respect to any acts or omissions of the Director, officer, employee, or agent occurring before the amendment or repeal.

10.6. Impact of Tax Exempt Status. The rights to indemnification set forth in this Article are expressly conditioned upon such rights not violating the Corporation's status as a tax exempt organization described in ' 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE 11

AMENDMENTS TO BYLAWS

11.1. Adoption. Except as otherwise provided herein with respect to greater voting requirements, or provisions which are not subject to amendment, if any, these Bylaws may be adopted, amended, restated or repealed by a two-thirds (2/3) vote of the Board of Directors unless such an action is stated herein or by resolution by the Board of Direction to require a two-thirds (2/3) of the voting membership. Any such resolution shall be attached to these By-Laws and will become part of the governance of these By-Laws.

11.2. Inspection of Bylaws. The original or copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection at reasonable times during office hours. The Corporation reserves the right to charge for copies of such documents.

I, TANIA PRIVETTE, hereby certify that I am the duly elected Secretary of Las Cruces Aviators; that attached hereto are the Bylaws of the within named corporation, and that such have been duly enacted and are in full force and effect as of the date hereof.

Dated: 4/21/2018

Tania Privette
Secretary