Amended Bylaws

of Chapter 309 of the Experimental Aircraft Association, Inc. a Non-Profit Corporation

ARTICLE I. GENERAL

Section 1.

The following paragraphs contain provisions for the regulation and management of Chapter 309 of the Experimental Aircraft Association, Inc a (North Carolina) (Non-Profit) Chapter ("Chapter").

Section 2.

If there is a conflict between a provision of these bylaws and a mandatory provision of the Articles of Incorporation, the Articles of Incorporation shall control. If there is a conflict between a provision of these bylaws and a mandatory provision of the laws of North Carolina, the mandatory provision of the laws of North Carolina shall control.

ARTICLE II. PURPOSES

The purposes of the Chapter are:

1. To promote and encourage education of the general public about recreational aviation, the design and construction of amateur-built aircraft, and the restoration of aircraft.

2. To promote and encourage education of the general public about aviation safety in the design, construction and operation of all types of aircraft.

3. To promote a positive, productive and cooperative relationship between the Chapter and those governmental agencies and private enterprises that provide aviation services and facilities that benefit the Chapter and members of the general public.

4. To support and promote the mission, vision, goals and objectives of the Experimental Aircraft Association, Incorporated ("EAA") through various Chapter programs and services.

The Chapter is organized exclusively for charitable and educational purposes within the meanings of section 501(c)(3) and section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the Code) and to engage in any lawful activity for which Corporations may be organized under Chapter 55A of the General Statutes of North Carolina, including without limitation, promotion of the science of aviation for the benefit of adults and children, and to conduct programs and services for the residents of Mecklenburg county and the surrounding area to enhance understanding of aviation, and participation in recreational aviation activities. The Chapter has not organized for the making of any profit, or any personal financial gain. No

part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons except that the Chapter shall be authorized and empowered to pay reasonable compensation to employees and independent contractors for services rendered and to make payments and distributions in furtherance of purposes set forth in the Chapter's Articles of Incorporation and these Bylaws. No substantial part of the activities of the Chapter shall be to influence legislation nor shall it be to participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Chapter shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c)(3) of the Code, as amended or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE III. OFFICES

Section 1.

The principal office of the Chapter shall be located in the State of North Carolina.

The Chapter may have such other offices, either within or outside the State of North Carolina, as the Board of Directors may require from time to time.

ARTICLE IV. CHAPTER MEMBERSHIP

Section 1. Eligibility for Chapter Membership.

Eligibility for membership in the Chapter is open to any person who has an interest in experimental or recreational aviation, subject to the classifications of membership listed in Article IV, Section 2. Paragraphs (a)-(e).

Section 2. Classifications of Chapter Membership.

There are five (5) types of Chapter Memberships. These Chapter Membership Classifications include: Regular; Family; Honorary/Complimentary; Special; and Life. The specific details of these Chapter Membership Classifications are described in the following paragraphs:

(a.) Regular Chapter Membership: A Regular Chapter Member shall be any person who pays Chapter dues and is a Member in good standing of EAA.

(b.) Family Chapter Membership: A Family Chapter Membership shall be any family, including parents, and children, who pay the appropriate Chapter Membership dues and are Family Members of EAA.

(c.) Honorary/Complimentary Membership: An Honorary/Complimentary Chapter Member shall be any person to whom the Chapter Board of Directors, on the recommendation of the Chapter Officers or the Chapter Membership, wishes to extend an Honorary Chapter Membership.

Honorary/Complimentary Chapter Memberships may be given to a person in recognition or appreciation of the support that person has provided to the Chapter. Honorary/Complementary Chapter Members may not hold any elected or appointed Chapter Office or Position, nor are they entitled to any voting privileges within the Chapter. Honorary/Complimentary Members are not required to be members of EAA.

(d.) Life Chapter Membership: A Life Chapter Membership may be bestowed on an individual Chapter Member at the discretion of the Chapter Board of Directors, on the recommendation of the Chapter Officers or the Chapter Membership. All Life Chapter Members must be members in good standing of EAA. A Chapter Life Membership recognizes the long-term commitment to EAA and the Chapter made by the individual. A Life Chapter Member may hold any Chapter Office, shall have full voting privileges in the Chapter, and is exempt from annual Chapter Dues.

(e) Special Chapter Membership: A Special Chapter Member shall be any person who for temporary or short term economic reasons is unable to pay the appropriate membership dues and to whom the Chapter Board of Directors, on the recommendation of the Chapter Officers or the Chapter Membership, wishes to extend a Special Chapter Membership.

Section 3. Duration of Chapter Membership.

The duration of a Regular or Family Chapter Membership shall be one (1) year. Honorary/Complimentary or Special Chapter Memberships may be extended or continued beyond one (1) year at the discretion of the Chapter Board of Directors, on the recommendation of the Chapter Officers or the Chapter Membership. Life Chapter Membership is continuous for the life of the Chapter Member. Life Chapter Membership is not transferable to another person. All Chapter Members with voting privileges in the Chapter must maintain a current membership with the EAA.

Section 4. Voting Privileges of Chapter Membership.

Voting privileges shall be limited to Regular Chapter Members, Family Chapter Members (excluding Children under 18 years of age), Special Chapter Members and Life Chapter Members. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.

Section 5. Removal of a Member from Chapter Membership.

Chapter Membership is a privilege, which requires an appropriate commitment from each Chapter Member. Each Chapter Member shall accept the responsibilities of Chapter Membership, and by acceptance agree to promote EAA and the Chapter. In the event a Chapter Member fails to meet these requirements, they may be asked to relinquish their Chapter Membership in accordance with the following conditions:

(a.) A Chapter Member may be suspended or removed for conduct that, in the good-faith judgment of the Chapter Board of Directors and Chapter Officers, materially harms or jeopardizes the reputation, safety, operations, property, or assets of the Chapter or EAA. Before any suspension or removal, the

Chapter shall give the Member written notice of the conduct alleged not fewer than fifteen (15) days beforehand, and shall give the Member an opportunity to be heard, orally or in writing, not fewer than five (5) days before the decision is taken. Any Director or Officer with a direct personal interest in the matter shall not participate in the decision. The Member may then be suspended or removed by the affirmative vote of a majority of the disinterested Directors and Officers, and shall be given written notice of the decision.

(b.) Any Chapter Member who fails to remit their Chapter Membership dues or fails to maintain their Membership in the EAA shall be considered removed from Chapter Membership.

Section 6. Resignation of Membership.

Any Chapter Member may resign their Chapter Membership at any time by delivering to any Chapter Officer a written notice of resignation. The resignation of Chapter Membership shall become effective on the date stated in the written notice. In the event the written notice of resignation does not contain an effective date, the date the Chapter Member delivers the written notice to any Chapter Officer shall become the date of resignation.

ARTICLE V. DUES

Section 1. Rate of Assessment.

The rate of assessment of member dues will be determined by the Chapter Board of Directors and approved by a three-fourths (3/4s) majority of the members present at a regular meeting of the members.

Section 2. Collection of Dues.

Payment of dues shall be made to the Chapter Treasurer and shall be payable January 1 of each year for the period of January 1 through December 31. Membership privileges will end on April 1 if dues are not paid by April 1. Any new member joining during the calendar year will be required to pay dues on a pro-rata basis for the remainder of that calendar year.

Section 3. Members not Subject to Dues.

Honorary/Complimentary Members and Life Chapter Members shall not be subject to any dues for the Chapter.

ARTICLE VI. MEETINGS OF MEMBERS

Section 1. Meetings of Members

(a.) Meetings of the members may be held at such time and place as the President may determine, or as may be called by a majority of the Board of Directors. Notice of meetings of the members, stating

the time, place, and in general terms the purpose of the meeting, shall be given to members as required by Chapter 55A of the General Statutes.

(b.) For any matter requiring approval of the members under Chapter 55A of the General Statutes, including amendment of these bylaws, the notice shall state that purpose and shall contain or be accompanied by a copy or summary of the proposed action.

(c.) At any meeting of the members, each voting member shall have only one (1) vote.

(d.) At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing. A proxy may be revoked by the member signing the proxy at any time prior to the commencement of the meeting for which the proxy is sought to be utilized.

(e.) At any meeting of the members, a quorum shall consist of 25% of the total voting membership of the chapter, whether represented in person or by proxy.

(f.) A majority vote of the members present is necessary for adoption of any resolution and for the election of a member to a Chapter office.

(g.) The President, or in his/her absence the Vice President, or in the absence of both the President and Vice President, the Secretary, or in the absence of the President, Vice President and Secretary, the Treasurer, or in the absence of all officers, a chairman elected by the members present shall call the meeting to order, and shall act as the presiding officer thereof.

Section 2. Annual Meeting

(a.) The annual meeting of the members will be a regular meeting prior to November 30 each year.

(b.) Written notice of the annual meeting of the members shall be given to each member in good standing as provided in Section 1 of this Article.

(c.) At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and either delivered or sent electronically to the Secretary at least twenty-four (24) hours prior to the commencement of the meeting at which the proxy is sought to be utilized. A proxy may be revoked by the member signing the proxy at any time prior to the commencement of the meeting for which the proxy is sought to be utilized.

(d.) At the annual meeting in an election year, the members shall elect the officers as constituted by these bylaws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Chapter shall be managed by a Board of Directors. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Chapter property.

Section 2. Number, Tenure and Qualifications.

The Board of Directors shall at a minimum consist of a President, Vice President, Secretary, and Treasurer. The President may appoint five (5) at-large members to the Board of Directors. Each officer shall hold office for the term for which he or she was elected by the membership. The at-large members will serve until a successor has been appointed. Directors shall be natural persons of the age of eighteen (18) years or older.

Section 3. Vacancies.

Any director may resign at any time by giving written notice to the President or to the Secretary of the Chapter. Such resignation shall take effect at the time specified in the notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. Upon affirmative acceptance of election or appointment to office, such director shall be installed immediately.

Section 4. Regular Meetings.

Regular meetings of the Board of Directors shall be called at any time and place to be determined by the President. Proxy voting shall not be permitted at regular meetings of the Board.

Section 5. Special Meetings.

Special meetings of the Board of Directors may be called by the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of North Carolina, as the place for holding any special meeting. Proxy voting shall not be permitted at special meetings of the Board.

Section 6. Place of Meetings.

The Board of Directors may designate any place, either within or outside the State of North Carolina, as the place of meeting for any regular or special meeting of the Board. If no designation is made by the Board of Directors or by the persons authorized to call a special meeting, the place of meeting shall be the registered office of the Chapter in the State of North Carolina; but if all of the directors shall meet at any time and place, either within or outside the State of North Carolina, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 7. Quorum of Directors.

A majority of the Directors then in office, of which at least two (2) are current officers, shall constitute a quorum of the Board at all meetings. If a quorum is present, the affirmative vote of a majority of the Directors present shall be the act of the Board, unless these bylaws, the Articles of Incorporation or applicable law require a greater vote.

Section 8. Compensation.

Directors shall not receive any stated salaries for their services.

Section 9. Removal of Director.

A director with three (3) consecutive unexcused absences from regular meetings shall be deemed to have forfeited office and a vacancy shall occur therein.

ARTICLE VIII. OFFICERS

Section 1. General.

The officers of the Chapter shall at a minimum consist of a President, Vice President, Secretary, and Treasurer. If permitted by the laws of the State of North Carolina, any two offices may be held by the same person, except the offices of President and Secretary. The officers of the Chapter shall be natural persons of the age of eighteen (18) years or older. In all cases where the duties of any officer are not described by the bylaws or by the Board of Directors, such officers shall follow the orders of the President.

Section 2. Appointment and Term of Office.

The officers shall be elected by the members at the annual meeting of an election year, and shall hold office for a period of twenty-four (24) months, beginning January 1 and ending December 31.

Section 3. Removal.

Any officer may be removed by a majority vote of the Board of Directors when in their judgment the best interests of the Chapter will be served thereby.

Section 4. Vacancies.

A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President.

The President shall be the principal executive officer of the Chapter and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Chapter. The President shall, when present, preside at all meetings of the Board of Directors, and may sign, with the Secretary or any other proper officer of the Chapter thereunto authorized by the Board of Directors, all documents which the Board of Directors has authorized to be executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President.

The Vice President shall assist the president and shall perform such duties as may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President.

Section 7. Secretary

The Secretary shall:

(a.) keep minutes of the proceedings of the Board of Directors;

(b.) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c.) be custodian of the corporate records of the Chapter; and

(d.) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer.

The Treasurer shall be the principal financial officer of the Chapter and shall have the care and custody of all funds and other property of the Chapter and shall deposit the same in accordance with the instructions of the Board of Directors. The Treasurer shall receive and give receipts for monies due and payable to the Chapter from any source whatsoever, deposit all such monies in the name of the Chapter in such depositories selected by the Chapter, and shall pay out of the funds on hand all bills and other just debts of the Chapter of whatever nature. The Treasurer shall perform all other duties incident to the office of Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time. The Treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the president. The Treasurer shall also be the principal accounting officer of the Chapter, and shall prescribe and maintain the methods and systems of accounting to be followed, keep correct and complete books and records of account, and prepare and file all local, state, and federal tax returns.

ARTICLE IX. FIDUCIARY MATTERS AND CONFLICTS OF INTEREST

Section 1. General Standards of Conduct for Directors and Officers.

(a.) Discharge of Duties: Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i.) in good faith; (ii.) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii.) in a manner the director or officer reasonably believes to be in the best interests of the Chapter.

(b.) Reliance on Information, Reports, Etc.: In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

(i.) one or more officers of the Chapter whom the director or officer reasonably believes to be reliable and competent in the matters presented;

(ii.) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence;

(iii.) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section unwarranted.

(c.) Liability to Chapter or Its Members: A director or officer shall not be liable as such to the Chapter or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section.

(d.) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "Trustee" within the meaning given that term by trust law with respect to the Chapter or with respect to any property held or administered by the Chapter including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 2. Conflicts of Interest.

(a.) Definition: A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the Chapter." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the Chapter, and specifically includes, without limitation, directors and officers of the Chapter. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the Chapter" includes any interest in any contract, transaction or other financial relationship with the Chapter, and any interest in an entity whose best interests may be impaired by the best interests of the Chapter including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Chapter, an entity in which the Chapter has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Chapter.

(b.) Disclosure: If a responsible person is aware that the Chapter is about to enter into any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person

shall: (i.) immediately inform those charged with approving the conflicting interest transaction on behalf of the Chapter of the interest or position of such person or any party related to such person; (ii.) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of the Chapter entering into the conflicting interest transaction; and (iii.) not be entitled to vote on the decision to enter into such a transaction.

(c.) Approval of Conflicting Interest Transactions: The Chapter may enter into a conflicting interest transaction provided either:

(i.) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii.) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(iii.) The conflicting interest transaction is fair as to the Chapter.

Section 3. Liability of Directors for Unlawful Distributions.

(a.) Liability to Chapter: A director who votes for or assents to a distribution made in violation of law or the Articles of Incorporation of the Chapter shall be personally liable to the Chapter for the amount of the distribution that exceeds what could have been distributed without violating the law or the Articles of Incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth Herein.

(b.) Contribution: A director who is liable under Section 3 for an unlawful distribution is entitled to contribution:

(i.) from every other director who could be liable under Section 3 for the unlawful distribution; and

(ii.) from each person who accepted the distribution knowing the distribution was made in violation of law or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the laws of the state of North Carolina or the Articles of Incorporation.

Section 4. Loans to Directors and Officers Prohibited.

No loans shall be made by the Chapter to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Chapter for the amount of

such loan until the repayment thereof.

Section 5. Indemnification of Directors and Officers.

In addition to the indemnification otherwise provided by law, the Chapter shall indemnify and hold harmless its Directors and Officers against all liability and expenses, including reasonable attorneys' fees, in any proceeding (including without limitation a proceeding brought by or on behalf of the Chapter itself) arising out of their status as Directors or Officers, or their activities in any such capacity to the full extent permitted by applicable law including NC Gen. Stat. Chapter 55A, Article 8, Part 5; provided however, that the Chapter shall not indemnify a Director or Officer against liability or expenses that such person may incur on account of activities of such person which were not done in good faith and at the time taken were known or believed by him or her to be clearly in conflict with the best interest of the Chapter. Any indemnification under this Section shall be determined and authorized in the manner required by N.C. Gen. Stat. 55A-8-55.

ARTICLE X. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts:

The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.:

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

Section 3. Expenditures:

All unbudgeted expenditures in an amount greater than one hundred dollars ($100) shall be approved by the Board prior to payment.

Section 4. Deposits:

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks or other depositories as the Board of Directors may select.

Section 5. Gifts: The Board of Directors may accept

on behalf of the Chapter any donation, contribution, gift, bequest or devise for the general purposes or for any special purpose of the Chapter.

ARTICLE XI. COMMITTEES

Section 1. Nominating Committee:

The Board of Directors may establish a Nominating Committee. The Committee shall not exercise any authority of the Board. The Nominating Committee shall present nominations to the Board of Directors to fill vacancies on the Board and shall make nominations for the officers of the Chapter. Such nominations shall be so presented not later than one month prior to the annual meeting. The composition of the Committee and its rules of operation shall be provided by resolution of the Board of Directors, and the members of the Committee need not be Directors.

Section 2. Other Committees:

The Board of Directors may establish such other committees as it deems necessary to carry out the duties of the Board. The members of each committee shall be appointed by the Board of Directors. The Board of Directors shall by resolution provide for the rules of operation for each committee established.

ARTICLE XII. AMENDMENT OF BYLAWS

Section 1.

The power to alter, amend, or repeal the bylaws or adopt new bylaws is vested in the membership. The bylaws may contain any provisions for the regulation or management of the affairs of the Chapter not inconsistent with the law of the State of North Carolina or the Articles of Incorporation.

Section 2.

These bylaws may be amended at any time by a two-thirds (⅔) vote of the membership present at a regular or special meeting, provided that notice has been given as required by Article VI, Section 1 of these bylaws and by Chapter 55A of the General Statutes.

ARTICLE XIII. DISSOLUTION

Upon dissolution of the Chapter, the assets of the Chapter shall be distributed first to EAA, and if any assets remain after the first distribution, then to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF BYLAWS

I hereby certify that the foregoing Bylaws were adopted by the membership on this _____day of _____, 20_____.

Secretary _____

President _____