

**AMENDED AND RESTATED
BYLAWS OF THE
MONMOUTH AREA FLYING CLUB, INC.**

ARTICLE I - NAME

The name of the organization to which these Amended and Restated Bylaws (these "Bylaws") apply shall be officially known as the MONMOUTH AREA FLYING CLUB, INC. (MAFC), henceforth referred to as the "Club".

ARTICLE II - PURPOSE

The Club is formed to promote the improvement of aeronautical skills, knowledge and education through the provision of facilities for flying for its members. The Club will not engage in commercial activities for a profit.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility. Applicants may be citizens of the United States of America or non-citizens, subject to any immigration and security regulations, such as, the U.S. Transportation Security Administration's (TSA) alien flight training/citizenship validation rule and compliance with proper Federal Aviation Administration (FAA) requirements.

Section 2. No Discrimination. The Club will not discriminate on the basis of race, sex, religion, national origin or age in any of its responsibilities.

Section 3. Denial or Withdrawal of Membership. Membership may be denied or withdrawn from active members as may be prescribed by the Board of Trustees.

Section 4. Active Member Definition. For purposes of these Bylaws, an Active Member is any member who is current in dues and all other financial obligations to the Club, including probationary members. A member who (a) owes money to the Club (unless such amount is being actively disputed by such member in a good faith), or (b) is currently on a leave of absence from the Club (see Rules and Regulations), in each case, at the time of any vote shall not be considered an Active Member for voting or quorum purposes.

ARTICLE IV - ORGANIZATION

Section 1. Board of Trustees.

(a) The operation of the Club shall be directed by a Board of Trustees, hereinafter referred to as the "Board" and each member of the Board shall be referred to as a "Trustee" and collectively the "Trustees". The duties of the Board shall be set forth in Article IX.

- (1) The Board shall consist of eleven (11) voting Trustees elected by and from the Club's Active Members.
- (2) Of the eleven (11) Trustees, there shall be two officers: the President and the Vice-President.
- (3) A Trustee must remain an Active Member for the duration of their term as a Trustee.

Section 2. Terms of Office.

- (a) Members of the Board — Staggered Two-Year Terms. The eleven (11) Trustees shall serve staggered two (2) year terms. Approximately half (6 or 5) of the Trustees shall be subject to election each year. Beginning with the 2027 Annual Meeting, five (5) Trustees shall be elected for two-year terms. Beginning with the 2028 Annual Meeting, the other six (6) Trustees shall be elected for two-year terms, and the staggered cycle shall continue thereafter. Newly elected Trustees shall take office on January 1st following their election. There shall be no limitation on the number of consecutive terms a person may serve as a Trustee.
- (b) President and Vice-President. The term of office for the President and Vice-President shall be one (1) year beginning January 1st and ending December 31st following their election. There shall be no limitation on the number of consecutive terms a person may serve as President or Vice-President.
- (c) 2026 Transition Provision. The current serving Trustees as of the date of these Bylaws are hereby ratified by the Active Members of the Club. The current 2026 term of all Trustees are extended through December 31, 2027. The Board will determine which five (5) Trustees are up for elections no later than July 1, 2027. The remaining six (6) Trustees not up election in 2027 shall remain in office until December 31, 2028. Thereafter, the terms of the Board shall be as set forth in clause (a) above.

ARTICLE V - DISSOLUTION

The term of existence of the Club shall be perpetual or until such time as it is dissolved as provided by the laws of the state of New Jersey.

ARTICLE VI - RULES AND REGULATIONS

Section 1. Content. The Rules and Regulations shall be adopted and will be composed of membership procedures, finance procedures, property responsibilities, fees and dues structure, operating rules and procedures, club meetings, damage to property procedures, and procedures for selecting flight instructors and check pilots. Rules and Regulations will be adopted by a simple majority vote of the Board.

Section 2. Review of Rules and Regulations. The Rules and Regulations shall be reviewed periodically by the Board (or such other committee designated by the Board) (but in no event less than every six (6) months) and any proposed changes shall be submitted to the Board for approval.

ARTICLE VII - CHANGE TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the Active Members present at an annual, regular or special meeting providing that the proposed amendment shall have been published to the members of the Club for at least thirty (30) days prior to the meeting at which the proposed amendment is to be considered. The quorum requirement shall be twenty percent (20%) of the Active Members of the Club.

ARTICLE VIII - MEETINGS, NOTICE, QUORUMS, VOTING AND MINUTES

Section 1. Membership Meetings. Membership meetings shall consist of an Annual Meeting, regular and special meetings, as follows:

- (a) Regular Meeting. There shall be such regular membership meetings of the Club as provided for in the Rules and Regulations.
- (b) Annual Meeting. There shall be an annual meeting of the Club held in September (after Labor Day) or October (no later than October 31) for the purpose of election of Trustees and for such other business as may properly be presented for consideration of the members of the Club. Newly elected Trustees shall take office on January 1st following the Annual Meeting. The period from October through December shall serve as a transition period during which incoming and outgoing Trustees may coordinate the transfer of responsibilities.
- (c) January Meeting. At the first regular membership meeting held in January of each year, the President and the newly organized Board shall present to the membership its agenda for the following twelve (12) months, deliver a consolidated report of the affairs of the Club, and conduct such other business as may properly be presented for consideration of the members of the Club.
- (d) Special Meeting. Special membership meeting of the Club shall be called by the President or the Board of the Club whenever:
 - (1) Requested in writing to the Board by at least five (5) Active Members of the Club. The required quorum requirement set forth in these Bylaws (10% of the Active Members but in no event less than twenty (20) Active Members) and at least three (3) of such requesting Active Members must be present at the special meeting for the business of the meeting to be conducted, or

(2) Decided upon by a majority of the Trustees at any meeting of the Board.

(e) Notice. The members of the Club shall be notified of any membership meeting of the Club at least seven (7) days in advance of the date thereof; the notice shall specify the place, date, hour, and purpose of the meeting.

Section 2. Board Meetings. Board meetings shall consist of regular and special meetings of the Board, as follows:

(a) A regular meeting of the Board shall be held to transact such business as may come before it at least once a quarter.

(b) Special meetings of the Board shall be called by the President of the Club:

(1) When the President deems it necessary to do so, or

(2) Upon a request in writing signed by at least three (3) Trustees.

(c) Notice. The Trustees shall be notified of any Board meeting at least seven (7) days in advance of the date thereof; the notice shall specify the place, date, hour, and purpose of the meeting.

Section 3. Quorums:

(a) Except as otherwise contemplated in these Bylaws, a quorum to conduct business at any regular or special membership meeting of the Club will consist of at least ten percent (10%) of the Active Members of the Club but in no event less than twenty (20) Active Members.

(b) A quorum to conduct business at any Board meeting of the Club will consist of at least six (6) Trustees of the Board.

(c) A quorum to conduct business at any Annual Meeting will consist of at least twenty percent (20%) of the Active Members of the Club. Notwithstanding the foregoing, since the voting for trustees and officers may be conducted at a membership meeting (special or regular) or by online voting, a quorum requirement shall not be required, however the minimum number of votes to approve the voting for trustees and officers shall equal at least twenty percent (20%) of the Active Members of the Club. In the event that online voting is used, the online voting shall be open for voting for a minimum of two (2) days.

Section 4. Voting:

(a) Only Active Members will have the right to vote at any membership meeting of the Club.

(b) Election of Trustees. In order to be eligible to serve as a Trustee the candidate shall be an Active Member. At the Annual Meeting and for a period of at least three (3) additional days through the use of On-line Voting, each Active Member shall cast one ballot for the members of the Board whose seats are subject to election that year, as determined under Article IV, Section 2. The Election Committee shall administer in-person balloting on the day of the Annual Meeting. Following the Annual Meeting, the Election Committee shall initiate online voting for each Active Member that did not cast a ballot at the Annual Meeting as follows: online voting shall open immediately following the close of in-person balloting on the day of the Annual Meeting and shall remain open until the later of (i) twenty percent (20%) of the Active Members have cast their ballots or (ii) two (2) days.. Upon satisfaction of the minimum vote requirement, the candidates receiving the highest number of votes shall be elected to fill the open seats on the Board.

(c) Election of President and Vice-President.

(1) In order to be eligible to serve as President or Vice-President the candidate shall be a duly elected Trustee. Following the results of the election of the members of the Board at the Annual Meeting, the Active Members of the Club shall submit their nominations for President and Vice-President.

(2) Following the election of the Board at the Annual Meeting, (i) if there is only one (1) nominee for the position of President, the Board shall approve the nominee as President without a general membership meeting vote for that position, and (ii) if there is only one (1) nominee for the position of Vice-President, the Board shall approve the nominee as Vice-President without a general membership meeting vote for that position.

(3) If there is more than one (1) nominee for the position of President and/or Vice-President, a special membership meeting shall be called to elect the President and/or Vice-President, as applicable. At the special membership meeting, each Active Member shall cast one ballot for the President and/or Vice-President, as applicable. The Election Committee shall administer in-person balloting on the day of the special membership meeting. Following the special membership meeting, the Election Committee shall initiate online voting for each Active Member that did not cast a ballot at the special membership meeting as follows: online voting shall open immediately following the close of in-person balloting on the day of the special membership meeting and shall remain open until twenty percent (20%) of the Active Members have cast their ballots. In the event that online voting is used, the online voting shall be open for voting for a minimum of two (2) days. A simple majority of the ballots cast in person and online will be sufficient to elect the President and/or Vice-President, as applicable. There shall be no minimum quorum requirement for this vote.

(d) Voting for the election of the Trustees, officers of the Board and for the amendment of these Bylaws will be by secret ballot.

(e) For action on any other matter of business requiring a vote by members of the Club or the Board, at any meeting thereof, the vote may be taken in any accepted or conventional fashion as determined by the presiding officer or chairman of such meeting. A simple majority of the ballots cast will be sufficient for any transaction coming under this subsection and to pass on all other matters affecting the affairs of the Club. In the event that a quorum is not present at such meeting, the Board shall either (i) set a new date for a vote in person or (ii) be permitted to use online voting for any other matter of business requiring a vote. In the event that the Board decides to use online voting, the Board shall set the requirements, including without limitation, who will administer the online voting and the time frame for the online voting. The minimum vote required shall equal the quorum requirement.

(f) Whenever a vote is to be taken by secret ballot, the presiding officer or chairman will appoint a committee of at least three (3) members from among the Active Members present to administer the voting (in-person and online, if applicable), collect and tabulate the ballot.

Section 5. Minutes. Minutes will be prepared of all membership and Board meetings and submitted to the next meeting of that body for approval and file.

ARTICLE IX - DUTIES OF THE BOARD

Section 1. Purpose. The purpose of the Board is to assume responsibilities for proper administration and supervision of the Club in accordance with these Bylaws and the Club's Rules and Regulations.

Section 2. Powers. The powers, business and property of the Club shall be exercised, conducted and controlled by the Board.

Section 3. Record Keeping. The Board shall cause to be kept a complete record of all its acts and proceedings of its meetings and to present a full statement at the regular meeting of the members, showing in detail the condition of the affairs of the Club.

Section 4. Assignment of Powers. The Board may assign to any member any duty or office which the Board deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in the Bylaws and Rules and Regulations.

Section 5. Engagement of Third Parties. The Board may engage salaried personnel from inside and outside the Club membership to perform such service in behalf of the Club as the Board deems appropriate and necessary.

Section 6. Enforcement. The Board shall have the power and authority to promulgate and enforce all Rules and Regulations pertaining to the use and operation of Club property and to do and perform or cause to be done and performed any and every act which the Club may lawfully do and perform.

Section 7. Sub-Committees. The Board shall have the power to set up various committees from time to time.

ARTICLE X - DUTIES OF OFFICERS

Section 1. President.

- (a) The President will be a Trustee and will be the Chief Executive of the Club. The President will preside at all membership meetings of the Club and the Board. The President will have, subject to the advice and review of the Board, general charge of the business of the Club.
- (b) The President will be responsible to the Board for the operation of the Club, enforcement of the Board's decisions and other duties as described in the Club's Rules and Regulations.
- (c) The President or Vice-President shall execute, in the name of the Club, all certificates of membership, contracts and instruments other than checks, which have been first approved by the Board.

Section 2. Vice-President. The Vice-President will be a Trustee. The Vice-President will be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President. The Vice-President will also perform such duties connected with the operation of the Club as the Vice-President may undertake at the suggestion of the President and other duties as described in the Club's Rules and Regulations.

Section 3. Special Officers. Any member of the Club may be appointed by the President and approved by the Board to serve as a Special Officer or an Assistant to an Officer or an Assistant to a Special Officer of the Club. The term of such appointed Officers and Assistants shall begin at the first membership meeting in each calendar year and terminate immediately prior to the first member meeting in the following calendar year or as otherwise determined by the Board. Such Special Officers will include but not be limited to:

- (a) Treasurer who is appointed to safeguard and supervise the Club's financial administration. The Treasurer will serve as financial officer for the Club, subject to any limitations in the Club's Rules and Regulations. The Treasurer or Assistant Treasurer is authorized to sign all checks for any day to day Club expenditures authorized by the Board. The Treasurer will provide a monthly report of the financial status of the Club to the Board and a quarterly report to every member.

The Club's Treasurer, if not a Trustee, will be permitted to attend all Board meetings as a non-voting observer.

(b) Operations Officer who is responsible for maintaining records of the members with respect to flight activities, aircrafts and for other duties as described in the Club's Rules and Regulations.

(c) Maintenance Officer who is responsible for handling and coordinating all maintenance issues, including (i) investigating and verifying all discrepancies on the Club's aircrafts and arranging for the repairs of all such discrepancies, and (ii) maintaining all aircrafts as required by the FAA.

(d) Safety Officer who is responsible for coordinating safety meetings and programs and investigates all Club accidents and safety incidents and other duties as described in the Club's Rules and Regulations.

(e) Chief Flight Instructor who is responsible for coordinating the pilot training programs offered by the Club and for other duties as described in the Club's Rules and Regulations.

(f) Assistant Treasurer who will assume responsibilities of the Treasurer during periods of the Treasurer's absence not exceeding sixty (60) days. If specifically designated tasks are to be performed by the Assistant Treasurer on a continuing basis, the Treasurer will indicate these tasks in writing to the Assistant Treasurer.

(g) Secretary who is responsible for recording and maintaining the minutes of all membership and Board meetings, maintaining the Club's official records and correspondence, and for other duties as described in the Club's Rules and Regulations.

(h) Membership Officer who is responsible for maintaining records of the membership (other than flight activities), processing membership applications, and tracking member dues, account balances, and member status (whether active or not), and for other duties as described in the Club's Rules and Regulations.

ARTICLE XI - COMMITTEES

Section 1. Standing Committees. The President, with approval of the Board, may appoint one or more Standing Committees when needed. The members of these committees will be appointed from the Active Members of the Club. Each Standing Committee shall include at least one (1) Trustee, provided that no Trustee shall serve on a committee where a conflict of interest exists or may exist.

Section 2. Special Committees. The President may appoint one or more Special Committees for special or seasonal activities as the Board may approve.

Section 3. Election Committee. At least sixty (60) days prior to the Annual Meeting of the Club, the President, with approval of the Board, will create and appoint an Election Committee of three (3) Active Members to (i) solicit from the Active Members nominations of Active Members (an Active Member can nominate themselves or another Active Member) and (ii) submit the slate of nominated Active Members as candidates for election as members of the Board. Within ten (10) days of the appointment of this committee, all Active Members will be notified of this appointment in writing. Further, all Active Members will be notified of the slate of candidates compiled by the Election Committee at least fifteen (15) days prior to the Annual Meeting of the Club. The Election Committee will manage (a) the election of all Trustees and (b) the election of the President and/or Vice-President, if applicable.

ARTICLE XII - RECALL OF ELECTED OFFICERS AND TRUSTEES

Section 1. Petition. A recall election of an elected officer or Trustee shall be called if twenty percent (20%) of the Active Members sign a petition calling for that officer's or Trustee's recall. The petition shall include the alleged charge and specifications against the officer or Trustee which are reasons for the recall and shall be delivered to the President or, if the petition names the President as the officer to be recalled, to the Vice-President.

Section 2. Charges. The charges upon which the recall of an elected officer or Trustee may be based (but not limited to) on the following: embezzlement of Club money, misuse or abuse of Club property and/or facilities, dereliction of duty or responsibility, failure to uphold or abide by these Bylaws or the Rules and Regulations of the Club.

Section 3. Hearing. A hearing to discuss the recall before the membership shall be called between 2 and 3 weeks after receipt of the petition. The petitioners and the officer or Trustee named in the petition shall each present their case to the members present at the hearing. A quorum to conduct the hearing shall be twenty percent (20%) of the Active Members. For the officer or Trustee to be recalled, at least two-thirds of the ballots cast at the end of the hearing must be cast in favor of the recall.

ARTICLE XIII - VACANCIES ON THE BOARD OF TRUSTEES

Section 1. Vacancy in the Office of President. If the office of President becomes vacant for any reason (including being unable to perform the duties of the office for a continuous period of sixty (60) days or more), the Vice-President shall assume the office and duties of President for the remainder of the term. Upon the Vice-President assuming the Presidency, the Board shall appoint, by majority vote, a Trustee to serve as Vice-President for the remainder of the Vice-President's current term.

Section 2. Vacancy Among Trustees or Vice-President. If any position among the eleven (11) Trustees becomes vacant for any reason (including where the Vice-President position becomes vacant as a result of Section 1 above), the President shall nominate a replacement

from among the Active Members, subject to approval by a majority vote of the remaining Trustees. The replacement member shall serve the unexpired remainder of the vacant term.

Section 3. Multiple Vacancies. If four (4) or more vacancies on the Board occur simultaneously, the Active Members shall elect replacement Trustees for the unexpired terms at a special membership meeting called for that purpose. The remaining members of the Board shall facilitate such special membership meeting which shall take place within thirty (30) days of such vacancies. The Board may utilize an Election Committee at its sole discretion.

ARTICLE XIV - ADOPTION

Section 1. These Amended and Restated Bylaws for the Monmouth Area Flying Club were adopted by the Club at the September 20, 2026 General Membership Meeting by secret ballot.