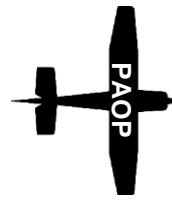


Pottstown Aircraft Owners & Pilots,

Originated February 26, 1948 – Incorporated January 15, 1960

3310 W. Ridge Pike, Pottstown, PA 19464



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CONSTITUTION AND BY-LAWS POTTSTOWN AIRCRAFT OWNERS AND PILOTS, INC.

3310 W. Ridge Pike
Pottstown, PA 19464

Constitution and By-Laws adopted January 29, 1995 and amended September 26, 2019
Supersedes all others

CONSTITUTION

Article 1.

Name

The name of the Organization shall be Pottstown Aircraft Owners and Pilots, Incorporated, headquartered at the Flyers' Roost, Heritage Field, Pottstown, PA.

Article 2.

Objective

The objective of this non-profit Organization is:

- A. To promote, protect, and represent the aeronautical interest of the members.
- B. To further the art, science, and industry of aeronautics and the pursuit of private flying.
- C. To further the safety, popularity, and economy of private flying.
- D. To further the education of persons interested in aviation through seminars, scholarships, aircraft ownership, and other programs.

Article 3.

Membership

Section 1.

A. Aviation Enthusiast - Must pay membership dues. Has no flying privileges with club aircraft. Members in good standing have voting rights.

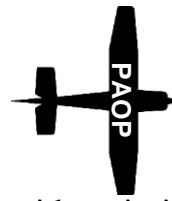
B. Social Aviator Member - Must have soloed. Must pay membership dues. Has no flying privileges with club aircraft. Members in good standing have voting rights.

C. Flying Club Member - Must have private pilot license and 100 hours flight time. Required to pay membership dues, aircraft dues to cover fixed costs, hourly use fee for operating cost and reserves, and assessment(s) for unforeseen expense(s). Flying Club Members must be investors in one or more club aircraft, and own equal shares thereof. Transfers of shares are made in accordance with Section 3. Flying club members in good standing have full flying privileges subject to the Rules of Operation. Members in good standing have voting rights.

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D. Honorary life member - Must be voted on by officers with majority. Not required to pay membership dues. Has no flying privileges with club aircraft. Members have voting rights. Upon the end of their term as President, the President Ex-Officio becomes a Life Member.

Section 2. Any member may be expelled by vote of the Executive Committee for non-payment of dues 90 days after the due date or conduct unbecoming to the Organization, community, or country. Said member will be stricken from the rolls and from all Organization benefits after official notification by mail.

Section 3. A Flying Club Member can transfer their share to an acceptable replacement candidate upon a written request and a two-third's vote of the fellow share holders of that aircraft. If more than one member is transferring their share the request will be accepted in the order in which it was received.

Article 4.

Meetings

Section 1. Regular meetings will be held the last Thursday of each month except as requested by the Executive Committee and with notification to the general membership.

Section 2. The Executive Committee will meet at the Flyers' Roost the first Thursday after each month's regular membership meeting. PAOP members shall be informed of any change of the date and/or location for the meeting.

Section 3. Other Standing Committees shall meet as required.

Section 4. The Nominating Committee will meet in December to begin the process of recommending the slate of officers and shall meet as often as necessary to fulfill their duties prior to the annual meeting.

Section 5. Special meetings may be called on the written request of any five members with said request containing a detailed agenda and reason presented to the Executive Committee at least one week prior to the proposed date of the special meeting.

Section 6. Social affairs, not classified as meetings, may be voted upon and arrangements made at regular meetings, or arrangements may be delegated specifically to a committee at a regular meeting.

Section 7. The annual meeting of the Organization shall be the last regular meeting of the fiscal year. The agenda shall include, but not be limited to:

- A. The election of officers from slate presented by the Nominating Committee;
- B. Year-end Financial Report;
- C. Executive Committee Report;

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D. Outgoing President's Report of the Organization's progress and activities during his term of office.

Article 5.

Officers

Section 1. The officers' term of office shall be one year, coinciding with the fiscal year, as determined by the By-Laws, but each officer shall serve until his successor is duly elected. An officer may be re-elected to serve in the same office for a succeeding year.

Section 2. The Executive Committee, selected from the members in good standing by majority quorum vote (except for the President Ex-Officio), shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. President Ex-Officio (immediate Past President)
- F. Up to six (6) Directors
- G. Additional Leadership for Flight Activities
 1. Director of Safety
 2. Director of Aircraft Maintenance

Section 3. Resignation in writing of any officer must be accepted by the Organization. Temporary replacement of the officer may be made by the Executive Committee if it deems such action necessary, but a new officer shall be elected at the next regular meeting of the Organization to fill the unexpired term.

Section 4. Temporary absence of an officer will be filled in the order as listed in the above Section 2.

Section 5. In the event no other members of the Executive Committee can be present, the President may appoint an officer pro-tempore, and notify the permanent officer of the appointment as soon as possible.

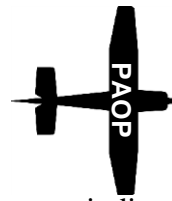
Section 6. The Executive Committee is authorized to Indemnify and Hold Harmless the Officers, Executive Committee members, as well as appointed Committee Chairpersons, agents and employees, from any and all claims at law or in equity which may arise as a result of their participation in the business and activities of the aforesaid corporation.

This indemnification may be granted to any Officer, Executive Committee Member, Committee Chairperson, Agent or Employee who by reason of his or her position or because he or she is or was serving at the request of the Corporation as an Officer, Executive Committee Member, Chairperson, Agent or Employee against losses in connection with the settlement or defense of such proceedings if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Corporation.

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And further that said persons actions were not criminal in nature, nor indicative of a criminal enterprise.

Such Indemnity shall be granted only upon a vote of a majority of the elected Executive Committee Members. No member seeking indemnity may be allowed to take part in the vote.

Further, The Officers of the Corporation are authorized to reduce the said Indemnity and Hold Harmless to writing as may be deemed appropriate.

Article 6.

Financial

The local financial obligations shall be defrayed as set forth in the Organization's By-Laws. Any proposed increase in dues must be announced by the Executive Committee in a regular meeting at least two months before said increase is presented for membership vote.

Article 7.

Amendments

Section 1. The Constitution and By-Laws may be amended at any regular meeting providing a copy of the proposed amendment(s) shall have been submitted in writing to the Executive Committee 30 days prior to the date of that meeting; and a copy mailed (US Postal Service and/or electronic mail) to each member in good standing at least a week before the date of that meeting.

Section 2. To adopt an amendment to the Constitution and/or By-Laws, a two-thirds vote of the membership in attendance shall be required.

Article 8.

Scholarships

Section 1. PAOP may occasionally award flying scholarships to current members, based on hard work and dedication to PAOP.

Section 2. Members may be nominated for scholarships by the officers at any Executive Committee meeting. A majority vote of the Officers is required to award a scholarship.

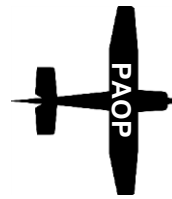
Article 9.

Club Aircraft

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Section 1. Each aircraft owned and operated by the club shall be selected, purchased, and funded (both for purchase and operations) by a group of investors associated with that aircraft, who shall also be Flying Club Members.

Section 2. Decisions regarding aircraft selection, acquisition, operations, and maintenance shall be made only by those Flying Club Members who are investors in that particular aircraft.

Section 3. All aircraft shall be appropriately insured, so that the financial interests of PAOP generally, and the individual members, officers, and directors are protected from liability associated with aircraft operations.

Section 4. Separate accounts shall be established and maintained for each aircraft, and in no case may aircraft financial operations be combined with the accounts of PAOP as a whole.

Section 5. Aircraft operations are further governed by procedures and conditions prescribed in the documents Corporate Property and Miscellaneous Regulations and PAOP Aircraft Rules of Operation.

BY-LAWS

Article 1.

Quorum

Five percent of the membership present at the regular meeting shall constitute a quorum.

Article 2.

Fiscal Year

The fiscal year shall begin February 1st of each year and ends the 31st of January each year.

Article 3.

Voting

Section 1. Only members in good standing may vote. Each member is entitled to one vote.

Section 2. A majority vote of attending members in good standing shall be sufficient to decide matters before the meeting.

Article 4.

Executive Committee

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Section 1. The Executive Committee shall consist of the elected Officers: President, Vice-President, Secretary, Treasurer, Directors, and the President Ex-Officio.
Section 2. Duties and responsibilities of the Executive Committee shall include but not be limited to:

- A. Establish policy, recommendations, opinions, and declarations of the Organization and assure coordination of these policies, recommendations, opinions, and declarations with any other aviation organization with which the Organization is involved.
- B. Approve the disbursement of the Organization's funds.
- C. Plan the activities of the Organization and assign priorities of action.
- D. Prevent and discourage attempts outside the Organization to commercialize, for pecuniary profit, the activities of the Organization or its members.
- E. Designate (when necessary) a member to assume, temporarily, the duties of an officer who has tendered his/her resignation.

Article 5.

Standing Committees

Section 1. Executive Committee consists of the President, Vice President, Secretary, Treasurer, President Ex-Officio, and Directors (See Article 4).

Section 2. Entertainment Committee chaired by the Vice President with as many volunteer members as needed.

Section 3. Publicity Committee chaired by the Vice President with as many volunteer members as needed.

Section 4. Buildings Committee chaired by a Director (with as many volunteer members as needed) is responsible for the maintenance, repair, and condition of the Flyers' Roost buildings including interior, exterior, and related equipment pertaining only to those structures immediately associated with the Flyers' Roost, i.e., main building, sheds, etc. It does not pertain to such items as the segmented circle, wind sock assemblage, or other facilities operated in close proximity to the Flyers' Roost.

Section 5. Grounds Committee chaired by a Director (with as many volunteer members as needed) is responsible for the maintenance, repair, and condition of the Flyers' Roost grounds including grass, pavilions, outdoor tables, and related equipment.

Section 6. Food Service Committee chaired by a Director (with as many volunteer members as needed) is responsible for the food service including Flyers' Roost

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clean-up after monthly outdoor meetings, maintenance and acquisition of all required equipment, and acquisition of all consumables (food, beverage, and utensils).

Section 7. Aircraft Expenditure Committee, chaired by the Director of Maintenance and consisting of Flying Club Members.

Article 6.

Special Committees

Section 1. Nominating Committee shall be appointed by the Executive Committee each November to contact prospective candidates, obtain their consent to serve if elected, and to finalize the slate to be presented to the general membership by mail prior to the Annual Meeting in January.

Section 2. Audit Committee shall be appointed by the Executive Committee and shall conduct a full impartial audit of all Organization finances at least once a year.

Section 3. Other committees shall be appointed by the President or Executive Committee as the need for them arises.

Article 7.

Duties of the Officers

1. President

- A. Preside at all Organization meetings and be the responsible formal agent of the Organization in matters pertaining to liaison with Government, commercial, or private agencies or enterprises.
- B. Be accessible to the membership to review and explain the reasons for courses of action taken or to be undertaken by the Executive Committee.
- C. Coordinate the activities of the Organization through the meetings of the Executive Committee.
- D. Delegate to the other officers and members such duties as may be necessary to facilitate and expedite the aims and objectives of the Organization.
- E. Liaise with Fixed Base Operator and landlord.
- F. Responsible for monthly program.

2. Vice-President

- A. Shall preside at meetings and any function of the Organization and of the Executive Committee in the absence of the President.
- B. Shall be responsible for the Organization's publicity program including:
 1. Media contact including newspaper, radio, and TV, Internet and Social Media, etc.
- C. Shall chair the Entertainment Committee including the arrangements for:
 1. Monthly dinner arrangements

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2. Special guests
3. Secretary
 - A. Keep official records of the Organization including minutes of regular and special meetings
 - B. Gather and compile pertinent information into:
 1. Monthly newsletter written by the President
 2. Special function notices
4. Treasurer
 - A. Be the responsible agent for maintaining the Organization's funds.
 - B. Submit monthly statements including a written report on the receipts, disbursements, and status of the Organization's treasury to the Executive Committee and to the general membership at regular meetings.
 - C. Submit annual fiscal reports.
 - D. Establish and maintain accurate lists of the Organization's membership rolls, including names, addresses, and residence phones.
5. Non officer club leadership - Appointed by the president
 - A. Director of Buildings Committee
 - B. Director of Grounds Committee
 - C. Director of Food Service Committee
 - D. Director of Safety - Is responsible for safety issues within the club. Maintains and enforces safety and operational standards for club aircraft and Flying Club members. Establishes criteria for Flying Club membership and qualification for and removal from flight status. Organizes safety-related presentations for club membership.
 - E. Director of Maintenance - Is responsible for the maintenance of the fleet, proper paperwork in the aircraft, and proper execution of all papers required upon completion of inspections and major repairs
6. President Ex-Officio
 - A. Give guidance and support to the President and Executive Committee for at least one year.

Article 8.

Airport Representatives

In addition to the aforementioned officers, the Executive Committee may appoint an airport representative for each airport in the vicinity of the local Organization from among the Organization's members in good standing.

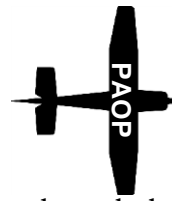
Article 9.

Expenses

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This Organization will cover its day-to-day operational expenses through the payment of initiation fee and dues by each member in the amount currently specified. In the event further funding is required to meet the Organization's objectives, special fund-raising activities and programs may be initiated.

Article 10.

Rules of Order

'Robert's Rules of Order' shall govern all business when not in conflict with the Organization's Constitution or By-Laws.

Article 11

Amendments

The Constitution and By-Laws may be amended in accordance with Article 7 of the Constitution.