

**MINUTES OF FIRST MEETING OF BOARD OF DIRECTORS AFTER THE  
RESTATEMENT OF THE ARTICLES OF INCORPORATION**

NAME OF CORPORATION: OREGON STATE FLYING CLUB

The initial meeting of the Board of Directors following the restatement of the Articles of Incorporation of the above named corporation, an Oregon non-profit corporation, was held at Corvallis, Oregon, on November 11, 2003, at 5:30 p.m., pursuant to a call for such meeting by Forrest Reid, the incorporator.

Present were the Directors, prior to the restatement of the Articles of Incorporation, listed on Attachment A, who constitute a quorum.

By unanimous vote of the Board of Directors, Forrest Reid was chosen as Chairperson of the meeting and Erin Bosnjak was chosen as Secretary of the meeting.

The incorporator reported that the Articles of Incorporation to be restated will be filed in the appropriate state office for the State of Oregon.

The incorporator then submitted to the meeting a form of Bylaws for the regulation of the affairs of the corporation. These Bylaws were read, and after discussion, it was unanimously

**DECIDED:** that the Bylaws presented to this meeting are adopted as the Bylaws of this corporation, and that a copy of these Bylaws be placed in the records of the corporation.

The Board of Directors then proceeded to the election of Officers. Nominations were made, and the following persons were duly elected to the following offices:

President – David Hamby

Secretary – Harold Kibby

Treasurer – Daniel Harlan

The chairperson then stated that it was desirable to designate a depository for the funds of the corporation. It was unanimously

**DECIDED:** that U.S. Bank, Corvallis, will continue to serve as a depository for the funds of this corporation. The President of the Corporation is authorized to maintain these accounts. Funds shall be withdrawn from this depository on checks of this corporation signed by two of the following: (1) President; (2) Secretary; (3) Director of Flight Operations; (4) Director of Maintenance; or (5) Director of Information Resources. The Director of Maintenance shall be the holder of the Corporation credit card, and

checks shall require two signatures of any of the aforementioned Board members who possess check signing authority. Checks may not be made payable to bearer, or to the order of, and for the use and benefit of, the signers of the checks.

It was then suggested that the Treasurer of the corporation be authorized to pay all expenses and to reimburse any persons for expenses made in connection with the organization of the corporation. It was unanimously

**DECIDED:** that the Treasurer of this corporation is authorized to pay all charges and expenses incident to or arising out of the organization of this corporation and to reimburse any person that has made any disbursements for this corporation.

It was then suggested that the corporation should reimburse each Officer and Director for business expenses incurred in the performance of their duties. It was unanimously

**DECIDED:** that the corporation is to reimburse each Officer and Director for business expenses.

The Chairperson then stated that any acts of the incorporators, performed so far on behalf of this corporation, should be ratified and confirmed as the duly authorized acts of the corporation. It was unanimously

**DECIDED:** that any and all acts of the incorporators of this corporation are hereby ratified and approved as duly authorized acts of this corporation in all respects as if they had been done pursuant to specific authority granted by this corporation.

The Chairperson then submitted to the meeting a form of initial Board Resolutions of the corporation. These Resolutions were read, and after discussion, it was unanimously

**DECIDED:** that the Resolutions presented to this meeting are adopted as the Resolutions of this corporation, and that a copy of these Resolutions be placed in the records of the corporation.

The Chairperson then submitted to the meeting a form of Rules for Flight Operations for the regulation of corporate aircraft and the use thereof. These Rules were read, and after discussion, it was unanimously

**DECIDED:** that the Rules for Flight Operations presented to this meeting are adopted as the Rules of this corporation, and that a copy of these Rules be placed in the records of the corporation.

Appendix B, attached, lists all members of the Board of Directors of the Oregon State Flying Club, Inc., and their positions held, after the restatement of the Articles of Incorporation.

There being no further business, the first meeting was adjourned.

READ AND APPROVED:

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Chairperson

**ATTACHMENT A**

**DIRECTORS PRESENT AT FIRST MEETING OF BOARD AFTER THE  
RESTATEMENT OF THE ARTICLES OF INCORPORATION**

**Date: November 11, 2003**

Erin Bosnjak  
David Hamby  
Jack Loflin  
Kevin Molskness  
Vincent Remcho  
Geoffrey Warr  
Matthew Wesley  
Chris White

Forrest Reid – Legal Counsel

**ATTACHMENT B**

**THE BOARD OF DIRECTORS AFTER THE RESTATEMENT OF THE  
ARTICLES OF INCORPORATION**

**Date: November 11, 2003**

President – David Hamby

Secretary – Harold Kibby

Treasurer – Daniel Harlan

Director of Flight Operations – Kevin Molskness

Director of Maintenance – Vincent Remcho

Director of Information Resources – Chris White

Student President – Geoffrey Warr

Student Vice President – Matthew Wesley

Student Secretary – Erin Bosnjak

Faculty Advisor – David Hamby