

BYLAWS
OF
THE FLYING SAMARITANS

REVISIONS

Revision	Date	Description
1	9/6/08	Major changes in structure & content.
1a	9/27/09	Allow voting by acclamation per Robert's Rules – section 2.6.1.4

TABLE OF CONTENTS

1 OFFICES	1
1.1 Principal Office	1
1.2 Other Offices	1
2 ORGANIZATION	1
2.1 Organization Name	1
2.2 Mission	1
2.3 Nonprofit, Charitable Corporation with Regional Chapters	1
2.3.1 Chapter Creation	2
2.3.2 Chapter Suspension or Dissolution	2
2.4 International Liaison	2
2.4.1 Affiliate Creation	2
2.4.2 Affiliate Dissolution	2
2.5 Corporate Management	2
2.5.1 Corporate Officers	2
2.5.1.1 Number & Titles	3
2.5.1.2 Duties of Corporate Officers	3
2.5.1.3 Qualification and Term of Office	5
2.5.1.4 Elections and Appointments	5
2.5.1.5 Resignation or Removal	5
2.5.1.6 Vacancies	6
2.5.2 Executive Committee	6
2.5.2.1 Powers and Authority	6
2.5.2.2 Committee Membership	6
2.5.2.3 Resignation or Removal	6
2.5.3 Board of Directors	6
2.5.3.1 Number	7
2.5.3.2 Powers, Duties, and Responsibilities	7
2.5.3.3 Qualification and Term of Office	7
2.5.3.4 Election	7
2.5.3.5 Resignation or Removal	8
2.5.3.6 Vacancies	8
2.5.4 Ad Hoc Committees	8

THE FLYING SAMARITANS	iii
2.5.5 Compensation	8
2.5.6 Employees or Subcontractors	8
2.6 Chapter Management	8
2.6.1 Chapter Officers	9
2.6.1.1 Number & Titles	9
2.6.1.2 Powers and Duties of Chapter Officers	9
2.6.1.3 Qualification and Term of Office	11
2.6.1.4 Election	11
2.6.1.5 Resignation or Removal	11
2.6.1.6 Vacancies	11
2.6.2 Appointments	12
2.6.2.1 Qualification and Term of Appointment	12
2.6.2.2 Resignation or Removal	12
2.6.3 Compensation	12
2.6.4 Employees or Subcontractors	12
2.7 Indemnification	12
2.7.1 Indemnification & Defense	12
2.7.2 Prohibition of Indemnification	13
2.7.3 Determination of Entitlement to Indemnification	13
3 MEMBERSHIP	14
3.1 Qualification	14
3.2 Admission	14
3.3 Resignation or Termination	14
3.4 Classes of Membership	14
3.4.1 Regular	14
3.4.2 Junior	14
3.4.3 Honorary	15
3.5 Membership Size	15
3.6 Dues Assessments	15
3.6.1 Corporate Dues	15
3.6.2 Chapter Dues	15
3.7 Membership Records	15
3.8 Membership Transfer	15

4 MEETINGS	15
4.1 Corporate Meetings	16
4.1.1 Place	16
4.1.2 Types of Meetings	16
4.1.2.1 Annual Stakeholders' Meetings	16
4.1.2.2 Board of Directors Meetings	16
4.1.2.3 Special Meetings	16
4.1.3 Meeting Notice and Contents	16
4.1.4 Conduct of Business	17
4.1.4.1 Meeting Leadership	17
4.1.4.2 Roberts Rules of Order	17
4.1.4.3 Meeting Agenda	17
4.1.4.4 Quorum	17
4.1.4.5 Voting	17
4.1.4.6 Majority Action as Board Action	17
4.2 Chapter Meetings	18
4.2.1 Types of Meetings	18
4.2.1.1 Management Meetings	18
4.2.1.2 Membership Meetings	18
4.2.2 Meeting Notice and Contents	18
4.2.3 Conduct of Business	18
4.2.3.1 Meeting Leadership	18
4.2.3.2 Roberts Rules of Order	18
4.2.3.3 Meeting Agenda	19
4.2.3.4 Quorum	19
4.2.3.5 Voting	19
5 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS	19
6 CORPORATE RECORDS, REPORTS, AND SEAL	19
6.1 Minutes of Meetings	19
6.2 Books of Account	20
6.3 Inspections of Records by Directors	20
6.4 Annual Report and Financial Statement	20
6.5 Corporate Seal	20

THE FLYING SAMARITANS	v
6.6 Storage of Articles of Incorporation and Bylaws	20
7 FISCAL YEAR	20
8 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS	20
9 DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS	20
10 BYLAWS	21
10.1 Effective Date	21
10.2 Amendment	21
10.2.1 By Directors	21
10.2.2 By Members	21
10.3 Certification and Inspection	21
11 CONSTRUCTION	22
11.1 Terminology	22
11.2 Bylaw Adoption	22

1 OFFICES

1.1 Principal Office

The principal office of the corporation for the transaction of its business is located in the State of California.

1.2 Other Offices

The corporation may establish additional offices in other regions of the United States and Mexico in support of its mission.

2 ORGANIZATION

2.1 Organization Name

The name of the organization is **The Flying Samaritans**. The organization may change its name by a 2/3rd majority vote of the Board of Directors or its membership body.

2.2 Mission

The Flying Samaritans is a volunteer-based, nonsectarian organization dedicated to providing free medical care to residents in underserved regions of Mexico who are unable to access medical services. To accomplish this mission, organization activities may include but are not limited to:

- Establish and operate clinics to provide medical care at no cost in Mexican communities.
- Recruit volunteers who wish to join the organization as members and participate in the organization's activities or support the mission.
- Raise funds to establish and operate clinical facilities and procure (and maintain/replenish) medical equipment and supplies for those facilities.
- Partner with health care programs at universities, allowing participation of students and graduates at Flying Samaritan clinics as part of their training and community service.
- Assist select hospitals in Mexico by providing medical specialties not commonly available at those hospitals.

2.3 Nonprofit, Charitable Corporation with Regional Chapters

The Flying Samaritans shall operate as a nonprofit, charitable corporation in accord with the provisions of section 501(c)(3) of the U.S. Internal Revenue Code.

The Flying Samaritans Corporation shall establish regional chapters within the U.S. and Mexico to conduct medical missions in fulfillment of its purpose. While maintaining a modicum of

THE FLYING SAMARITANS

coordination, control, and recordkeeping at the corporate level, Chapters shall be empowered to function as autonomously as feasible under the authority of and subject to the limits established by these corporate Bylaws.

The corporate office of the Flying Samaritans consists of an Executive Staff and is governed by the Board of Directors (Board). The Board shall consist of representatives from each chapter as described in section 2.5.3

2.3.1 Chapter Creation

By resolution and a majority vote, the Board of Directors may create new chapters on such terms and conditions as deemed appropriate by the Board.

2.3.2 Chapter Suspension or Dissolution

By resolution and a 2/3rd majority vote, the Board of Directors may suspend chapter operations or dissolve chapters on such terms and conditions as deemed appropriate by the Board.

2.4 International Liaison

In support of its mission, The Flying Samaritans may create or organize a nonprofit affiliate in Mexico.

2.4.1 Affiliate Creation

By resolution and a majority vote, the Board of Directors may create one or more nonprofit affiliates in Mexico on such terms and conditions as deemed appropriate by the Board, provided said terms and conditions are in accord with Mexican law.

2.4.2 Affiliate Dissolution

By resolution and a 2/3rd majority vote, the Board of Directors may dissolve a Mexican affiliate on such terms and conditions as deemed appropriate by the Board, provided said terms and conditions are in accord with Mexican law.

2.5 Corporate Management

Two, distinct groups, elected from the regular membership, shall be responsible and accountable for fulfillment of the organization's mission: corporate officers and Board of Directors.

2.5.1 Corporate Officers

The tactical, day-to-day operations of the corporation shall be managed by its corporate officers in accord with the resolutions and long-range strategic planning affirmed by the corporation's Board of Directors.

THE FLYING SAMARITANS

2.5.1.1 Number & Titles

The officers of the corporation shall consist of a President, Vice President, Secretary, and a Treasurer. At the discretion of the Board of Directors, the corporation may have additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and other such officers as may be elected or appointed in accordance with section 2.5.1.3.

One person may hold two or more offices except for those individuals performing the duties of President or Secretary.

2.5.1.2 Duties of Corporate Officers

2.5.1.2.1 President

Subject to the restrictions of section 5, the duties and responsibilities incumbent upon the President shall include:

- The President shall be the chief executive officer of the corporation and shall, subject to the authority and control of the Board of Directors, supervise and control the affairs of the corporation.
- The President shall be Chairman of the Board of Directors and, if present, preside over all corporate meetings identified in section 4.1.2.
- Except as otherwise expressly provided by law, by the Articles of Incorporation of this organization, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, and other instruments as authorized by the Board of Directors.
- At each periodic meeting of the Board of Directors, the President shall present a report of the organization's activities during the preceding period.
- For specific purposes or activities, the President may establish ad hoc committees charged with specified responsibilities and authority.
- The President shall staff any standing or ad hoc committees (other than the Executive Committee) by appointment.
- In the absence of the Treasurer, the President may sign checks or drafts of the corporation.
- In general, the President shall perform all duties incumbent upon the office and other such duties as may be required by law, by the Articles of Incorporation (of this corporation), by these Bylaws, or which may be prescribed by the Board of Directors.
- While presiding over a meeting of the Board of Directors, the President may vote only to cause a motion to pass or fail.

2.5.1.2.2 Vice President

Subject to the restrictions of section 5, the duties and responsibilities incumbent upon the Vice President shall include:

- If the President is temporarily unable to fulfill the duties and responsibilities of his office, the Vice President shall become acting President of the corporation with all of the duties, power, and restrictions identified in section 2.5.1.2.1.
- If the President resigns or is removed from office by the Board of Directors, the Vice President shall fill the President's unexpired term of office.
- In general, the Vice President shall perform all duties incumbent upon the office and other such duties as may be required by law, by the Articles of Incorporation (of this corporation), by these Bylaws, or which may be prescribed by the Board of Directors or the President.

THE FLYING SAMARITANS

- If the organization chooses to elect multiple Vice Presidents, immediately subsequent to the election, the Board shall determine the order of succession. And, that decision shall be recorded in the minutes.

2.5.1.2.3 Secretary

Subject to the restrictions of section 5, the duties and responsibilities incumbent upon the Secretary shall include:

- The Secretary shall, certify, maintain, and safeguard the original (or a copy) of these Bylaws as amended to-date.
- The Secretary shall create and maintain minutes of all corporate meetings (ref. section 4.1) per the following procedure:
 - Within a time period specified by the President, transcribe and draft meeting minutes, including all relevant appendices and exhibits. As a minimum, the minutes shall include: meeting date, time, place, type (ref. section 4.1.2), how authorized notice was given (for Special meetings), names of those present, a description of the proceedings, and a report from the Treasurer regarding the financial condition of the corporation.
 - Submit said minutes to the President and/or Vice President for review.
 - Distribute a copy to all Directors in advance of the next corporate meeting.
 - Amend minutes per corrections from meeting attendees.
 - For future reference, provide permanent storage of all corporate minutes.
- The Secretary shall provide notices of all meetings in accord with these Bylaws and as required by law.
- The Secretary shall file any certificates required by state or federal laws.
- Except for financial data and related records and communications, the Secretary shall act as custodian of all corporate records as well as the seal of the corporation.
- At the request of any Director (or his agent or attorney) or corporate officer, and within a reasonable time period, the Secretary shall retrieve and exhibit corporate records as requested.
- In general, the Secretary shall perform all duties incumbent upon the office and other such duties as may be required by law, by the Articles of Incorporation (of this corporation), by these Bylaws, or which may be prescribed by the Board of Directors, the President, or the Vice President.

2.5.1.2.4 Treasurer

Subject to the restrictions of section 5, the duties and responsibilities incumbent upon the Treasurer shall include:

- The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and in the name of the corporation shall deposit said funds in such banks, trust companies, or other depositories as directed by the Board of Directors.
- The Treasurer shall receive, and give receipt for, monies due and payable to the corporation.
- The Treasurer shall disburse (or cause to be disbursed) funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- The Treasurer shall disburse (or cause to be disbursed) funds of the corporation in response to invoices received for previously budgeted activities or expenses
- The Treasurer shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions.
 - Said accounting shall include assets, liabilities, revenue, and expenses at the corporate level, and

THE FLYING SAMARITANS

- an annual review of revenue, expenses, and changes in assets for each Flying Samaritan chapter.
- At the request of any Director (or his agent or attorney), corporate officer, or upon written demand of at least 10% of the regular membership (ref. section 3.4.1), and within a reasonable time period, the Treasurer shall retrieve and exhibit corporate books of account and financial records as requested.
- At each meeting of the Board of Directors or when requested by either the Board of Directors or the President, the Treasurer shall submit a written account of the organization finances.
- In general, the Treasurer shall perform all duties incumbent upon the office and other such duties as may be required by law, by the Articles of Incorporation (of this corporation), by these Bylaws, or which may be prescribed by the Board of Directors, the President, or the Vice President.

2.5.1.3 Qualification and Term of Office

Any regular member (ref. section 3.4.1) of the corporation is qualified to be an officer of the organization. Members shall be eligible for re-election to a corporate office without regard to the number of terms served previously.

- The President shall be elected to a 3-year term at the first Board of Directors meeting (ref. section 4.1.2.2) following the organization's annual election of Directors (ref. section 4.1.2.1). The President shall hold office until his successor is elected, until he resigns, or until he is removed from office, whichever occurs first.
- Officers other than President (or appointments pursuant to this section) shall be elected to 3-year terms on or before the second Board of Directors meeting following the organization's annual election of Directors. Each officer shall hold office until their successor is elected, until they resign, or until they are removed from office, whichever occurs first.
- Appointees serve at the pleasure of the appointing authority.

2.5.1.4 Elections and Appointments

Every three years, after acceptance of the annually elected Directors by the Secretary at the Annual Stakeholders' Meeting, the Board of Directors shall appoint a Nomination Committee chaired by one of the members of the corporation to identify and recommend to the Board, a slate of potential officers.

- At the next Board of Directors meeting, the Board shall elect a President from the slate of candidates offered by the Nomination Committee.
- Subsequent to election of the President, the Nominating Committee shall assemble a list of candidates for the remaining corporate offices. At his option, the President Elect may submit a list to be included by the Nominating Committee.
- On or before the next Board of Directors meeting following election of the President, the Board shall elect the remaining officers from the slate of candidates offered by the Nomination Committee.

At any time, the Board of Directors may appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and other such officers or agents as it deems desirable. Said officers or agents shall have the authority and duties defined under these Bylaws.

2.5.1.5 Resignation or Removal

Any corporate officer may resign his or her position by providing written notice to another corporate officer.

At a properly noticed regular or special meeting, any corporate officer may be removed from his

position by a 2/3rd vote of the Board of Directors.

2.5.1.6 Vacancies

At his sole discretion, the President may temporarily fill vacant positions by appointment. These interim appointments shall serve with the full authority and responsibility prescribed under these Bylaws until the next meeting of the Board of Directors.

After giving due consideration to recommendations from the remaining corporate officers, the Board of Directors shall appoint a qualified member of the corporation to fill any vacancy caused by the death, resignation, or removal of any officer. Said appointee shall serve for the unexpired portion of the term of office.

2.5.2 Executive Committee

2.5.2.1 Powers and Authority

The Board of Directors shall form an Executive Committee and delegate to it any of the powers and authority of the Board for managing the business and affairs of the corporation subject to the following limitations:

- The Executive Committee shall not have the power to adopt, amend, or repeal any action or previous action that, per these Bylaws, requires a 2/3rd majority vote of the Directors.
- Formation of an Executive Committee shall not relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law, by the Articles of Incorporation of The Flying Samaritans, or by these Bylaws.
- The powers and authority (both general and specific) of the Executive Committee shall be defined in a separate document to be maintained and safeguarded by the Corporate Secretary. Initial approval of said document shall be accomplished by majority vote of the Board; subsequent document modifications to amend the powers and authority of the Committee shall require a 2/3rd majority vote of the Directors.

The Committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary, provided that reasonable notice of all Committee meetings is given to its members. The Committee shall keep regular minutes of its proceedings and shall provide reports as requested by the Board.

2.5.2.2 Committee Membership

The Executive Committee shall include all elected corporate officers as well as two or more Directors appointed by the Board. At the Board's discretion, it may appoint a member who is not a Director as Member-at-Large.

2.5.2.3 Resignation or Removal

By 2/3rd majority vote, the Board of Directors may disband an Executive Committee, modify its powers and authority, and amend the membership appointments.

2.5.3 Board of Directors

The corporation shall have a number of Directors who collectively shall be known as the Board of Directors.

THE FLYING SAMARITANS

2.5.3.1 Number

Each Chapter shall elect two (2) Directors (not currently serving as officers of the corporation) to represent its interests and conduct the business of the corporation with the powers, duties, and responsibilities specified in section 2.5.3.2.

2.5.3.2 Powers, Duties, and Responsibilities

Subject to applicable nonprofit corporate law and to the limitations contained in the Articles of Incorporation, the Directors shall exercise the powers of the corporation, control its property, and conduct its affairs as prescribed under these Bylaws.

The powers, duties, and responsibilities of the Directors include but are not limited to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation (of this corporation), or by the Bylaws.
- Appoint and remove, employ and discharge, and except as otherwise provided in the Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- Supervise all officers, agents, and employees of the corporation to assure that their duties are properly performed.
- Authorize deeds, mortgages, bonds, contracts, checks, and other instruments as authorized by the Board of Directors
- Meet at such times and places as required by these Bylaws.
- Call special meetings as often as they deem necessary and whenever demanded by the required number of members as specified in section 4.1.2.3.
- Make every effort to participate in all IBOD meetings as a representative of their home chapter.
- Become familiar with these Bylaws (as amended to date) and, upon request, shall make them available to any member of the chapter.
- Meet with chapter management and discuss pertinent subjects on the IBOD agenda in preparation for IBOD meetings.
- Report to the chapter management after each IBOD meeting, discussing pertinent items on the meeting agenda and, upon request, provide copies of the meeting minutes to the chapter management.
- Obtain chapter feedback to any request expressed by the IBOD Executive Staff or the IBOD assembly in accord with these Bylaws and as required by law.

2.5.3.3 Qualification and Term of Office

Any regular member of the corporation is qualified to be elected as a Director and represent their home chapter at corporate Board meetings. Members shall be eligible for reelection to the position of Director without regard to the number of terms served previously

Each Director shall hold office until the next Annual Stakeholders' Meeting.

2.5.3.4 Election

Annually, prior to the Annual Stakeholder's meeting, each chapter shall elect the number of Directors authorized under section 2.5.3.1. Subsequent to the election and prior to the Annual Stakeholder's meeting, each chapter's Secretary shall inform the corporate Secretary in writing (using hand-delivery, United States mail, or by electronic means) regarding the identities of the

THE FLYING SAMARITANS

Directors representing that chapter.

Newly elected Directors cannot participate as voting members of the Board of Directors until receipt of the confirming communiqué by the corporation's Secretary.

2.5.3.5 Resignation or Removal

Any Director may resign their position by providing written notice to any officer in their home chapter.

Any Director may be removed from his or her position by a 2/3rd majority vote of the regular members of that chapter.

It is the responsibility of each chapter President to ensure proper chapter representation at Board meetings and to facilitate replacement any non participating Director.

2.5.3.6 Vacancies

To fill a vacancy caused by the death, resignation, removal, or temporary unavailability of any Director, the chapter President shall appoint a qualified chapter member to act as Director. Said appointee shall serve for the unexpired portion of the term of office or until the Director's return, whichever is less.

Upon appointment of a new or temporary Director, the chapter President (or his designee) shall inform the corporate Secretary in writing (using hand-delivery, United States mail, or by electronic means) of the identity of the new or temporary Director.

2.5.4 Ad Hoc Committees

Ad hoc committees for specific purposes or activities and with specified authority and responsibility may be designated from time to time by resolution of the Board of Directors. Chairmen of such committees shall be appointed by the President.

2.5.5 Compensation

Corporate officers and Directors shall serve without compensation.

2.5.6 Employees or Subcontractors

Under the following conditions and at the discretion of the corporate officers or Executive Committee (if present), The Flying Samaritans may hire individuals as employees and subcontractors:

- 1) The corporate Treasurer shall be responsible for compliance with all relevant state and federal laws, including maintaining and filing all necessary employment records.
- 2) All hiring recommendations proposed by the corporate officers or Executive Committee (if present) require approval by the Board of Directors. Said approval may be granted by motion and simple majority vote at any regularly scheduled meeting of the Directors.

2.6 Chapter Management

Selected from the chapter's regular membership, each chapter shall elect officers to be

THE FLYING SAMARITANS

responsible and accountable for managing chapter activities related to fulfillment of the Flying Samaritans' mission (ref. section 2.2). In addition, various individuals and committees may be appointed as necessary to plan and implement anticipated and on-going chapter functions.

All members of chapter management shall comply with state and federal laws, with the Articles of Incorporation (of this corporation), and with these Bylaws.

2.6.1 Chapter Officers

With the support of appointed individuals and committees, tactical, day-to-day operations of the chapter shall be managed by its officers in accord with the resolutions and long-range strategic planning affirmed by the chapter membership.

2.6.1.1 Number & Titles

At a minimum, chapter management shall consist of a President, Secretary, and Treasurer. At the discretion of the chapter membership and in accord with any prior chapter resolutions, other officers as may be elected or appointed in accordance with section 2.6.1.3.

Except for the chapter President, a person may hold two or more offices.

2.6.1.2 Powers and Duties of Chapter Officers

2.6.1.2.1 President

Subject to the restrictions of section 5, the duties and responsibilities incumbent upon the chapter President shall include:

- Subject to the authority and control of the chapter membership (as expressed in prior resolutions), the President shall supervise and control the affairs of the chapter.
- If present, the President shall preside over all chapter meetings. The President may temporarily delegate this responsibility by appointment; said appointment shall be valid for the duration of the meeting.
- Except as otherwise expressly provided by law, by the Articles of Incorporation of this organization, or by these Bylaws, the President shall, in the name of the chapter, execute such deeds, mortgages, bonds, contracts, checks, and other instruments as authorized by the chapter membership. Without written permission of the Board of Directors, said financial obligations cannot exceed the cash assets of the chapter at the time of execution.
- At each meeting of the chapter membership, the President (or his designee) shall present a report of the chapter's activities during the preceding period.
- The President may establish committees or appoint chapter members with specified responsibilities and authority.
- The President shall staff any committees by appointment.
- In the absence of the Treasurer, the President may sign checks or drafts of the Chapter.
- In the absence of the Secretary, the President shall appoint a recording Secretary for any meeting or consent activity.
- In general, the President shall perform all duties incumbent upon the office and other such duties as may be required by law, by the Articles of Incorporation (of this corporation), by these Bylaws, or as resolved by the chapter membership.
- While presiding over any chapter meeting, the President may vote only to cause a motion to pass or fail.

THE FLYING SAMARITANS

- The chapter President shall submit an end-of-year chapter financial report by the date and in the format prescribed by the corporate Treasurer. While said report may be prepared by the chapter Treasurer; the President shall be accountable to the corporate Treasurer for its timely submittal and accuracy.

2.6.1.2.2 Secretary

Subject to the restrictions of section 5, the duties and responsibilities incumbent upon the chapter Secretary shall include:

- The chapter Secretary shall retain a copy of these Bylaws (as amended to-date) and, upon request, shall make them available to any member of the chapter.
- The chapter Secretary shall create and maintain minutes of all chapter meetings (ref. section 4.2).
- The chapter Secretary shall provide notices of all meetings in accord with these Bylaws and as required by law.
- Except for financial data and related records and communications, the chapter Secretary shall act as custodian of all chapter records.
- At the request of any chapter member, and within a reasonable time period, the chapter Secretary shall retrieve and exhibit chapter records as requested.
- In general, the Secretary shall perform all duties incumbent upon the office and other such duties as may be required by law, by the Articles of Incorporation (of this corporation), by these Bylaws, or which may be prescribed by the chapter's President.

2.6.1.2.3 Treasurer

Subject to the restrictions of section 5, the duties and responsibilities incumbent upon the chapter Treasurer shall include:

- The chapter Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the chapter, and in the name of the chapter, deposit said funds in such banks, trust companies, or other depositories.
- The Treasurer shall receive, and give receipt for, monies due and payable to the chapter.
- The Treasurer shall disburse (or cause to be disbursed) funds of the chapter as may be directed by the chapter membership, taking proper vouchers for such disbursements.
- The Treasurer shall disburse (or cause to be disbursed) funds of the chapter in response to invoices received for previously budgeted activities or expenses
- The Treasurer shall keep and maintain adequate and correct accounts of the chapter's properties and business transactions.
 - Said accounting shall include assets, liabilities, revenue, and expenses at the chapter level, *and*
 - At the chapter President's request, preparation of an end-of-year chapter financial report by the date and in the format prescribed by the corporate Treasurer.
- At the request of the chapter President or upon written demand of at least 10% of the regular membership (ref. section 3.4.1), and within a reasonable time period, the Treasurer shall retrieve and exhibit chapter books of account and financial records as requested.
- At each chapter meeting or when requested by either the chapter President, the Treasurer shall submit a written account of the organization finances.
- In general, the Treasurer shall perform all duties incumbent upon the office and other such duties as may be required by law, by the Articles of Incorporation (of this corporation), by these Bylaws, or which may be prescribed by the chapter's President.

THE FLYING SAMARITANS

2.6.1.3 Qualification and Term of Office

Any regular member (ref. section 3.4.1) of the chapter is qualified to be an officer of the chapter. Members shall be eligible for reelection to a chapter office without regard to the number of terms served previously.

- Chapter officers (other than appointments) shall be elected to 2-year terms at the second membership meeting (ref. section 4.2.1.2) of the new year. An officer shall hold office until his successor is elected, until he resigns, or until he is removed from office, whichever occurs first.
- Appointees serve at the pleasure of the appointing authority.

2.6.1.4 Election

Periodically, each chapter shall elect chapter officers and Directors. Elections shall be conducted as follows:

- The President shall appoint a Nominating Committee to be chaired by a regular member of the chapter to identify and recommend a slate of potential chapter officers and Directors.
- The Nominating Committee shall present a slate of candidates to those present at the next, regularly scheduled membership meeting. By motion and simple majority vote, the slate of officer candidates shall be accepted. The slate shall be modified to include candidate nominations submitted during consideration of the motion.
- If only one candidate has been nominated for an office, the meeting chairman may declare the nominee elected by "acclamation". If two or more candidates have been nominated for the same office, ballots shall be sent to all regular chapter members.
- If ballots were required, the Nominating Committee shall tally the vote and announce the results at a regularly scheduled membership meeting one month prior to the end of the fiscal year.
- Prior to the end of the fiscal year, the outgoing chapter Secretary shall inform the corporate Secretary in writing (using hand-delivery, United States mail, or by electronic means) of the identities of the new chapter officers and Directors.

2.6.1.5 Resignation or Removal

Any chapter officer or Director may resign his position by providing written notice to the chapter President.

Any chapter officer may be removed from his position by a 2/3rd vote of the electing body.

Should the corporation's Board of Directors determine that a chapter consistently acts contrary to the mission of the Flying Samaritans (either in word or by deed) or fails to comply with state and federal laws, with the Articles of Incorporation (of this corporation), or with these Bylaws, the Board of Directors may remove any chapter officer from his position by a 2/3rd majority vote at a properly noticed regular or special meeting of the Board.

2.6.1.6 Vacancies

After duly considering the recommendations of the remaining chapter officers and Directors, the President shall appoint a qualified regular member of the chapter to fill any vacancy caused by the death, resignation, or removal of any officer or Director. Said appointee shall serve for the unexpired portion of the term of office.

Should the chapter President resign or be removed, the remaining chapter management shall

appoint an interim President to fill the unexpired portion of the term of office.

2.6.2 Appointments

2.6.2.1 Qualification and Term of Appointment

Any regular member (ref. section 3.4.1) of the chapter is eligible to serve an appointment within the chapter. Members shall be eligible for reappointment without regard to the number of appointments served previously.

Unless otherwise specified within these Bylaws, all appointees serve at the pleasure of the chapter President.

The term of an appointment shall not exceed the term of the President.

2.6.2.2 Resignation or Removal

Any appointee may resign his position by providing written notice to the President.

With the exception of appointed officers or Directors, all appointees serve at the pleasure of the President.

2.6.3 Compensation

Chapter officers, Directors, and appointees shall serve without compensation.

2.6.4 Employees or Subcontractors

Due to obligations incurred under state and federal laws, chapters shall not hire employees or individuals operating as sole proprietors without advance, written permission from the corporate Treasurer.

2.7 Indemnification

2.7.1 Indemnification & Defense

To the fullest extent permitted by the laws of State of California, including future amendments of those laws, the corporation shall indemnify and hold harmless each current or former Director or officer of the corporation against any and all claims, demands, causes of action, liabilities, and expenses (including reasonable attorneys' fees, court costs, litigation expenses (whether or not taxable as costs), judgments, fines, and amounts paid in settlement) reasonably and necessarily incurred in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of (i) holding or having held such a position or (ii) having allegedly taken or omitted to take any action in connection with any such position.

To the fullest extent permitted by the laws of the State of California, including future amendments to those laws, the corporation may, in its sole discretion and without any obligation to do so, elect to defend, or to provide an attorney to defend, any officer or Director of the corporation against any and all claims, demands, causes of action or liabilities, whether civil,

criminal, administrative or investigative, and whether possible, threatened or pending, which is alleged to arise out of (i) holding or having held such position or (ii) any act or omission alleged to have occurred in connection with such person's conduct as an officer or Director of the corporation.

In such cases as it may determine in its sole and complete discretion, the corporation may, but shall not be obligated to, defend, indemnify and hold harmless current or former members, employees, and agents of the corporation, against any or all claims, demands, causes of action liabilities, and expenses (including reasonably necessary attorneys' fees, court costs, litigation expenses (whether or not taxable as costs), and judgments, fines, and amounts paid in settlement), where such amounts are paid or incurred in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of (i) holding or having held such a position or (ii) having allegedly taken or omitted to take any action in connection with any such position.

2.7.2 Prohibition of Indemnification

The corporation shall not be permitted to indemnify or defend any present or former officer, Director, member, employee or agent with respect to any matter arising, or alleged to arise, from:

- (i) any breach of such person's duty of loyalty to the corporation; or
- (ii) any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- (iii) any transaction from which such person derived any improper personal benefit.

In the event of a judicial determination that defense or indemnity to any such Director, officer, member, employee, or agent was prohibited by this subsection, a court of competent jurisdiction may, in the exercise of its equitable jurisdiction, order the person defended or indemnified to compensate the corporation for any expense paid or incurred by it in a good faith effort to indemnify or defend such person.

2.7.3 Determination of Entitlement to Indemnification

The decision concerning whether a Director, officer, member, employee, or agent seeking indemnification has satisfied the provisions of section 2.7.1 shall be made by:

- (i) the Board of Directors by a majority vote of those Directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority would otherwise constitute a quorum; or
- (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

3 MEMBERSHIP

3.1 Qualification

Membership in The Flying Samaritans is open to all persons or organizations who agree to support the corporation's mission and abide by these Bylaws.

3.2 Admission

Applicants shall become members of the corporation upon applying in writing to any Flying Samaritans chapter (herein referred to as the member's "home chapter") and paying chapter dues.

3.3 Resignation or Termination

Members may resign by providing written or verbal notification to any officer in their chapter.

The chapter President may terminate any member whose actions are contrary to the corporate mission or violate these Bylaws.

Membership automatically terminates at the end of its anniversary unless renewed by payment of applicable chapter dues.

3.4 Classes of Membership

The corporation shall have three classes of membership.

3.4.1 Regular

Any person 18 years of age or older may become a regular member of The Flying Samaritans. Regular members shall have full voting rights in all matters and shall be eligible to participate in home chapter or corporate management (ref. sections 2.5 or 2.6, respectively).

Regular membership shall terminate at the end of its anniversary unless renewed via the aforementioned admission process. (Ref. section 3.2.)

3.4.2 Junior

Any person younger than 18 years of age, with the permission of his/her parent or guardian, may become a junior member of The Flying Samaritans. Junior members may not vote or participate in home chapter or corporate management.

Junior members may form youth clubs within their home chapters whenever their numbers warrant such activities. The chapter shall designate a regular member to serve as an advisor, responsible for overseeing all club activities.

Junior membership shall terminate at the end of its anniversary unless renewed via the aforementioned admission process. (Ref. section 3.2.)

3.4.3 Honorary

As recognition for their outstanding efforts in furthering the objectives of this corporation, honorary membership may be bestowed upon any worthy individual or organization by resolution of the Board of Directors.

Honorary membership shall be in perpetuity and be exempt from dues unless deemed otherwise by resolution of the Board of Directors.

3.5 Membership Size

There shall be no limit on the number of members the corporation may admit in any class.

3.6 Dues Assessments

3.6.1 Corporate Dues

Annually, each chapter shall pay dues to the corporation. The amount of the corporate dues shall be determined from time to time by resolution of the Board of Directors.

3.6.2 Chapter Dues

Chapter management shall set annual dues for regular members at a level suitable for that chapter's needs and objectives.

3.7 Membership Records

Chapters shall maintain and safeguard membership records that contain the name, membership status, contact information, and mission-related data for each chapter member. These records shall be available for inspection by any officer, Director, or member of the corporation during regular business hours.

Without the express permission of the members-in-question, individual membership records and the data contained therein shall be treated as confidential and not be used for any purpose other than to support the Flying Samaritans' mission.

3.8 Membership Transfer

Membership in the corporation is nontransferable and non-assignable.

4 MEETINGS

All corporate and chapter meetings shall be held in accord with sections 4.1 and 4.2, respectively.

4.1 Corporate Meetings

4.1.1 Place

Corporate meetings shall be held at the principal office of the corporation or at other places designated by resolution of the Board of Directors.

4.1.2 Types of Meetings

4.1.2.1 Annual Stakeholders' Meetings

For the purpose of recognizing Directors for the incoming year and transacting any other business as may come before the assembly, the outgoing Board of Directors shall meet annually on the first Saturday (or on the next succeeding Saturday) in June. Like any other Board meeting, this meeting shall be open to all regular members of the Corporation; each Director shall encourage members of their respective chapters to participate in the annual meeting.

After a quorum has been established, only members of the outgoing Board shall vote on motions or elections considered at the Annual Stakeholders' Meeting.

Upon adjournment of the Annual Stakeholders' Meeting and with proper notification of the incoming Board (ref. section 4.1.3), the President may elect to convene a meeting of the Board of Directors.

4.1.2.2 Board of Directors Meetings

Periodically throughout the year, the Board of Directors shall meet to manage the business and affairs of the corporation. Nominally, these meetings shall be held on the first Saturday in the months of March, June, September, and December unless rescheduled by resolution of the Board of Directors at least one month prior to the rescheduled meeting.

4.1.2.3 Special Meetings

Special meetings of the Board may be called by any two corporate officers, 25% of the Directors of the corporation, or by 10% of the corporation's regular membership (as counted at the start of the fiscal year).

Said meetings shall be held at such times and locations as may be ordered by the convening party, provided that written notice of the meeting (along with signatures of the convening party) is delivered to the corporate Secretary at least 15 days in advance of the meeting.

4.1.3 Meeting Notice and Contents

The corporate Secretary (or other person designated by the President) shall deliver advance, written notice to each Director regarding the time and place of every Board meeting. Such notice must be at least seven days prior to the meeting date and shall be accomplished using hand-delivery, United States mail, or by electronic means. If sent by mail or electronic means, the notice shall be deemed as delivered on its deposit in the US mail or upon acknowledgement of receipt by other means.

THE FLYING SAMARITANS

The meeting notice shall be addressed to each Director at his or her address as shown in the corporation's membership records. If the address of a Director is not known or readily ascertainable, the notice shall be addressed to the President of the Director's home chapter.

The meeting notice shall specify the place, day, and time of the meeting, and, in the case of special meetings, the general topics requiring consideration and possible action.

4.1.4 Conduct of Business

4.1.4.1 Meeting Leadership

The President of the corporation shall preside over all corporate meetings (ref. section 4.1.2.). In his absence, the corporate Vice President shall preside¹. If both are absent, a Chairman shall be chosen by a majority of the voting members present at the meeting.

The corporation's Secretary shall act as secretary at all corporate meetings. In his absence, the meeting Chairman shall appoint another person to act as secretary for the meeting.

4.1.4.2 Roberts Rules of Order

Meetings shall be governed by Roberts Rules of Order provided that said rules are not in conflict with these Bylaws, the Articles of Incorporation, or applicable state or federal laws.

4.1.4.3 Meeting Agenda

Corporate meetings shall follow a written agenda that, at a minimum, shall include the following topics: roll call and establishment of a quorum; introductions; review and approval of minutes from the preceding meeting; review and approval of the meeting agenda; a Treasurer's report, date and location of next Board meeting; and adjournment.

The meeting Chairman shall construct the proposed agenda. After review and approval of the meeting agenda by the Board, only those topics shall be considered.

4.1.4.4 Quorum

To transact official business at any corporate meeting (ref. section 4.1.2) of The Flying Samaritans, a quorum must be present. A quorum shall consist of more than 50% of the Directors and officers entitled to vote.

4.1.4.5 Voting

Unless otherwise specified under these Bylaws, only Directors and officers physically present at the meeting shall vote on motions considered by the Board. Each qualified individual shall be entitled to one vote on each motion before the Board.

4.1.4.6 Majority Action as Board Action

Every act or decision by a majority of the Directors present at a duly held meeting at which a

¹ If multiple Vice Presidents have been elected, one shall be selected at random to preside over the meeting.

quorum is present is the act of the Board of Directors unless state or federal law, the Articles of Incorporation, or these Bylaws require a greater number.

4.2 Chapter Meetings

4.2.1 Types of Meetings

4.2.1.1 Management Meetings

At the option of the chapter President, chapters may hold closed management meetings to conduct the business of the chapter. At the discretion of the chapter President, said meetings may be open to all members of The Flying Samaritans and members of the general public. And, at the option of the President, chapter members may speak during discussion or may vote on motions brought before the management team.

4.2.1.2 Membership Meetings

Periodically, chapters shall hold membership meetings to conduct the business of the chapter. Said meetings are open to all members of The Flying Samaritans as well as the general public. At the option of the President, nonmembers may speak during discussion; only chapter members shall vote on motions brought to the floor.

4.2.2 Meeting Notice and Contents

The chapter Secretary (or other person designated by the President) shall deliver a notice to each member of chapter management regarding the time and place of each management meeting; advance notice of each membership meeting shall be delivered to all members of the chapter. Said notice shall contain the time and place of the meeting, identify any special items to be considered, and shall be delivered suitably in advance of the meeting date.

4.2.3 Conduct of Business

4.2.3.1 Meeting Leadership

The President of the chapter shall preside over all chapter meetings (ref. section 4.2.1.). In his absence, the corporation's Vice President shall preside. If both are absent, a Chairman shall be chosen by a majority of the voting members present at the meeting.

The chapter Secretary shall act as secretary at all chapter meetings. In his absence, the meeting Chairman shall appoint another person to act as secretary for the meeting.

4.2.3.2 Roberts Rules of Order

At the pleasure of the meeting leadership, meetings may be governed by Roberts Rules of Order provided that said rules are not in conflict with these Bylaws, the Articles of Incorporation, or applicable state or federal law. However, the meeting leadership, at its sole discretion, may utilize less formal procedures.

4.2.3.3 Meeting Agenda

At the discretion of the chapter President, chapter meetings may follow a written agenda that, at a minimum, shall include the following topics: roll call and establishment of a quorum; introductions; review and approval of minutes from the preceding meeting; review and approval of the meeting agenda; date and location of next chapter meeting; and adjournment.

The meeting Chairman shall construct the proposed agenda. After review and approval of the meeting agenda by the meeting participants, only those topics shall be considered.

4.2.3.4 Quorum

To transact official business at any chapter meeting (ref. section 4.2.1) of The Flying Samaritans, a quorum must be present. A quorum shall consist of more than 50% of the chapter management team who are authorized by the chapter to vote (officers and appointees as outlined in sections 2.6 and 2.6.2) regardless of meeting type.

4.2.3.5 Voting

Unless otherwise specified under these Bylaws, only chapter members physically present at a meeting are entitled to vote on motions under consideration. Qualification to vote depends upon the type of chapter meeting (ref. section 4.2.1). Each qualified individual shall be entitled to one vote on each motion.

5 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Except as otherwise provided in these Bylaws, the Board of Directors may, by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract, pledge its credit, or render it financially liable for any purpose or in any amount.

6 CORPORATE RECORDS, REPORTS, AND SEAL

6.1 Minutes of Meetings

The Secretary (and in case of his absence, the President) of the Corporation shall maintain a book containing minutes of all meetings of Directors, Executive Staff, and of all meetings of members. The minutes shall include time and location of the meeting, whether regular or special (and if special, how authorized), the notice given, the names of those present at Directors' meetings, the number of members present (or represented) at members' meetings, and the proceedings thereof. The minutes shall also include all motions presented at the meetings and record the voting for each motion presented.

6.2 Books of Account

The Treasurer of the Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, gains, losses, and disbursements as well as copies of filed state and federal tax returns.

6.3 Inspections of Records by Directors

The Books of Account shall be open to inspection by any Director.

6.4 Annual Report and Financial Statement

The Board of Directors may provide for the preparation and submission of a written Annual Report, including a financial statement.

6.5 Corporate Seal

The corporation may adopt, use, copyright, and, at will, alter a corporate seal.

6.6 Storage of Articles of Incorporation and Bylaws

The corporation shall store and safeguard the original (or a copy) of the Articles of Incorporation in its principal office.

7 FISCAL YEAR

The corporation's fiscal year shall begin on the first day of July and end on the last day of June in the following year.

8 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member of the corporation nor any of its employees nor any other private individual shall receive any of the net earnings or pecuniary profit from the operations of the corporation. However, this provision shall not prevent payment of reasonable compensation for services rendered by any such person in support of the corporation's mission.

In the event of dissolution of the corporation, no member of the corporation, none of its employees, nor any other private individual shall receive any of the corporate assets. After all debts have been satisfied, any remaining assets shall be distributed as required by the Articles of Incorporation of this corporation.

9 DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

Notwithstanding any other provision in these Bylaws, the corporation shall be subject to the

THE FLYING SAMARITANS

following limitations and restrictions:

- The corporation shall distribute its income for each taxable year at such time and in such a manner as to not become subject to tax (imposed under the federal Internal Revenue Code) upon undistributed income.
- The corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code.
- The corporation shall retain any excess business holdings as defined in the Internal Revenue Code.
- The corporation shall make no investments as to become subject to tax as defined in the Internal Revenue Code.
- The corporation shall make no taxable expenditures as defined in the Internal Revenue Code.

10 BYLAWS

10.1 Effective Date

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effectively immediately upon their adoption or as stipulated by the amending body as part of the amendment process.

10.2 Amendment

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, in whole or in part, may be altered, amended, or repealed and new Bylaws adopted by either the corporation's Directors or its regular members as follows:

10.2.1 By Directors

Subject to the powers of the members to change or repeal them, the Board of Directors may amend these Bylaws at any special or regular meeting of Directors at which a quorum is present.

Bylaw amendment shall require a 2/3rd vote of the Board of Directors.

10.2.2 By Members

Members of The Flying Samaritans may amend these Bylaws using either of two methods:

- by written assent of 2/3rd of the corporation's members, or
- by 2/3rd vote of a quorum at a meeting, duly called and noticed for the purpose.

10.3 Certification and Inspection

The corporation shall store and safeguard the original (or a copy) of the Bylaws, certified by the corporate Secretary, in its principal office. These Bylaws shall be open to inspection by members of the corporation at all reasonable times.

11 CONSTRUCTION

11.1 Terminology

As used in these Bylaws:

- The present tense includes past and future tenses. And, use of the future tense includes the present, as well.
- A reference to any gender is a reference to both genders.
- The word “shall” is mandatory; the word “may” is permissive.
- A singular number shall include the plural, and a plural number includes the singular.
- The words “Directors” and “Board” have the meaning stated in section 2.5.3 of these Bylaws.
- The term “principal office” may refer to any site designated by the Board of Directors such as an office in an office building or the residence or business of an elected officer. The location of the principal office may be changed at any time by the Board of Directors.
- When used in the context of nominating officers or Directors, voting, or ratifying corporation action, the terms “member” or “membership” refer only to the corporation’s regular members. (Ref. section 3.4.1).
- The word “Stakeholder” refers to any person or group who effects or can be affected by the actions of The Flying Samaritans.

11.2 Bylaw Adoption

We, the undersigned, certify ratification of these Bylaws, revised September 6, 2008, by a majority of the corporation’s membership via balloting concluded on September 6, 2008. As persons presently acting as Directors, and pursuant to the authority granted to the Directors by the Articles of Incorporation, we consent to, and hereby do, adopt the foregoing Bylaws (consisting of twenty-two (22) pages, dated 9/6/2008) as the Bylaws of the corporation.

Chapter Name	Director		Director	
	(Sign)	(Print)	(Sign)	(Print)
Arizona				
Central Valley				
Foothill				
Gold Coast				
Los Amigos				

THE FLYING SAMARITANS

Mother Lode				
Orange County				
Palomar				
Rosarito Beach				
San Diego				