

FLIGHT CREW BOOSTER CLUB BYLAWS

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ARTICLE I - NAME

Section 1.

The name of this corporation shall be the FLIGHT CREW BOOSTER CLUB.

ARTICLE II - MISSION STATEMENT - OBJECT

Section 1.

The mission statement and object of this corporation FLIGHT CREW BOOSTER CLUB, hereinafter referred to as the corporation, shall be to support the players of the Lancaster JetHawks Professional Baseball Club and to further fan support and interest in the game of baseball throughout the Antelope Valley community.

ARTICLE III - NON-PROFIT STATUS

Section 1.

This corporation shall operate as a non-profit mutual benefit corporation. The property, if any, of this non-profit mutual benefit corporation is hereby irrevocably dedicated to charitable purposes if, and when, this corporation is dissolved.

ARTICLE IV - OFFICES

Section 1.

The principal office of the Flight Crew Booster Club, for the transaction of business, is located in the City of Lancaster, County of Los Angeles, State of California, at 45116 Valley Central Way, Lancaster, CA 93536. The Board of Directors is hereby granted full power and authority to change the principal office of the corporation from one location to another in the County of Los Angeles, State of California. Any such change in the location of the principal office shall be noted by the Secretary in these Bylaws but such change shall not require the amendment of these Bylaws.

ARTICLE V - MEMBERS

Section 1.

Any person, regardless of race, color, creed, sex or national origin may become a member of this corporation upon application and payment of dues. Annual dues shall be payable upon notification by the officers of said corporation. Each of the three classes of members listed below shall be referred to as regular members of the corporation.

Section 2.

There shall be three classes of members, as follows:

- 1) Individual:
Each member, listed on the membership roster, 18 years old or older is entitled to one vote.
- 2) Family:
Family memberships are limited to four (4) voting members, whose names are listed on the membership application and who are over 18 years of age.
- 3) Business:
Business memberships are limited to six (6) voting members, whose names are listed on the membership application and who are over 18 years of age.

Minors, under 18 years old, may be members but will not be counted against the voting members limitations.

Section 3.

Honorary membership in the corporation may be bestowed on persons or organizations who have distinguished themselves or their organization with, and/or by, exceptional service to the corporation. Honorary members may be elected to such status by a majority vote of the members of the Board of Directors. Honorary members shall not pay dues and shall neither vote nor hold office in the corporation.

Section 4.

Lifetime membership in the corporation may be bestowed on members who have distinguished themselves by exceptional service to the corporation. Lifetime members must be elected by unanimous vote of the Board of Directors. Lifetime members shall not be required to pay dues but may vote and hold office in the corporation. To be considered for Lifetime membership the individual must have provided 10 years of dedicated service that was above and beyond the call of duty. The individual must be a member in good standing. The individual must have chaired a committee, willingly provided assistance to the officers, volunteered time and effort that directly and favorably impacted the corporation. In the case of Family and Business membership, the Lifetime membership shall apply only to the member designated by vote of the Board of Directors. The balance of the Family membership or Business membership will be required to pay dues as determined by the Board of Directors.

ARTICLE VI - MEMBERSHIP DUES

Section 1.

The Board of Directors of the corporation shall establish the amount of annual dues payable to become and/or continue to be a member of the corporation. The amount of the dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. The membership year is October 1 to September 30. A member, on learning of the amount of dues determined by the Board of Directors at the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by resigning from membership or simply by failing to pay the dues by the aforementioned deadline. Members whose dues are not paid timely shall be automatically dropped from membership and shall receive none of the benefits of membership-until they re-apply for membership and submit the proper amount of dues at the time of application for membership.

Section 2.

Any member whose membership is revoked shall forfeit their dues.

ARTICLE VII - NUMBER OF MEMBERS

Section 1.

There shall be no limit on the number of members that the corporation may admit.

ARTICLE VIII - MEMBERSHIP BOOK

Section 1.

The corporation shall keep in written form or in any form capable of being converted into written form, a membership book containing the name, address, and membership class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the corporation and shall be subject to the rights of inspection as required by law.

ARTICLE IX - INSPECTION RIGHTS OF MEMBERS

Section 1.

Subject to the corporation's right to set aside a demand for inspection pursuant to state law in California, and the power of the court to limit inspection rights pursuant to state law and unless the corporation provides a reasonable alternative as permitted by these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

- 1) Inspect and copy the record of all of the members' names, addresses and voting rights, at reasonable times, on five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested; or
- 2) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before ten (10) business days after the demand is received or after the date specified therein as the date of which the list is to be compiled.

Section 2.

The rights of inspection set forth in these Bylaws may be exercised by any member, for only a purpose reasonably related to such person's interest as a member or any such other purpose as which the majority of the Board of Directors may approve as long as the purpose is reasonably related to issues concerning the requesting member's role as a member of this corporation.

ARTICLE X - EVIDENCE OF MEMBERSHIP

Section 1.

The corporation shall issue membership cards to the members that will serve to identify the members who qualify to use and/or receive benefits or participation in said corporation. Upon payment of annual dues and submission of application paperwork, the member shall receive a membership card on an annual basis. Lost membership cards will be replaced at the request of the member for a fee to be determined by the Board of Directors.

ARTICLE XI - NON-LIABILITY OF MEMBER

Section 1.

A member of the corporation shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of the corporation.

ARTICLE XII - TRANSFERABILITY OF MEMBERSHIP

Section 1.

Neither the membership in the corporation nor any rights in a membership may be transferred for value or otherwise.

ARTICLE XIII - TERMINATION OF MEMBERSHIP

Section 1.

The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- 1) The voluntary resignation of a member with or without notice.
- 2) Where a membership is issued for a period of time, the expiration of such period of time, unless renewed in timely fashion.
- 3) The death of a member.
- 4) The dissolution of the corporation.
- 5) The non-payment of dues in a timely fashion as set forth by these Bylaws.

- 6) Upon a vote of the Board of Directors if the member has engaged in conduct which is contrary to the purpose of the corporation.

ARTICLE XIV - RESIGNATION BY GIVING NOTICE

Section 1.

The membership of any member of the corporation shall automatically terminate on such member's written request for such termination delivered to any officer of the corporation personally or deposited in the United States mail, first class, postage prepaid. Any member resigning shall not be entitled to any reimbursement for any membership fees, dues, etc.

ARTICLE XV - APPEAL OF REVOCATION OF MEMBERSHIP

Section 1.

Any regular member whose membership is revoked by the Board of Directors in accordance to Article XIII Section 1 (6) may appeal the revocation to a special meeting of the general membership. A petition for such an appeal must be mailed via registered mail to the Secretary within ten (10) days of notification of the decision of the Board of Directors. The member and a representative of the Board of Directors shall each have thirty (30) minutes to present their case and fifteen (15) minutes for rebuttal. A secret ballot shall be taken, counted and the decision announced. Two thirds (2/3) of the voting members present are required to pass or fail the appeal. The decision of the general membership shall be final and no further appeal shall be allowed.

ARTICLE XVI - OFFICERS

Section 1.

The elected officers of the corporation shall be Chairman of the Board, Vice Chairman, Secretary, and Treasurer. In addition to the above officers, five (5) Board members shall be elected. No two (2) members of the same family may be elected to officer positions simultaneously.

Section 2.

Any officer may resign at any time on written notice to the corporation. 0

Section 3.

Elected Officers shall hold office for a term of two (2) years or until their successors are elected and sworn in. No Chairman, Vice Chairman, Secretary or Treasurer, shall be eligible to serve more than two (2) consecutive terms in the same office. The Chairman, Secretary and two (2) Board Members shall be elected in one (1) year and the Vice Chairman, Treasurer and three (3) Board Members shall be elected the following year. The qualification for officer positions of Chairman and Vice Chairman is having served a minimum of one (1) year on the Board of Directors.

Section 4.

If a vacancy in the office of Chairman of the Board occurs, the Vice Chairman shall automatically become Chairman of the Board. All other vacancies on the Board shall be filled by appointment by the Board of Directors. If both the offices of Chairman of the Board and Vice Chairman become vacant at the same time the Secretary shall call a special meeting of the Board of Directors to fill the vacancy.

Section 5.

Elections for officers and Board members shall be conducted at the general membership meeting to be held in the month of July immediately preceding the expiration of the term of office for said officer and Board member. Nominations for the various officers and Board members shall be taken from the floor at the June general meeting of said corporation. The nominated persons shall appear on a ballot prepared by the Secretary of the corporation. At the July General membership meeting the ballots shall be distributed to the members, after verification of voting members. No proxy or absentee voting will be allowed. If a member wishes to vote the member must appear and physically vote at the July general membership meeting. The individual receiving the majority of votes for each said office which is subject to being filled at that particular election shall be sworn in as the person to fill that particular office at the August general membership meeting.

Section 6.

Any member of the Board of Directors either elected or appointed who has had four (4) unexcused absences from Board and/or General Membership meetings within a single term of office may be removed from office by a vote of the Board of Directors. Such action may be appealed to a special meeting of the general membership. A petition for such an appeal must be mailed to the Secretary within ten (10) days of notification of the decision of the Board of Directors. The member and a representative of the Board of Directors shall each have thirty (30) minutes to present their case and fifteen (15) minutes for rebuttal. A secret ballot shall be taken, counted and the decision announced. Two thirds (2/3) of the voting members present are required to pass or fail the appeal. The decision of the general membership shall be final and no further appeal shall be allowed.

ARTICLE XVII - MEETINGS

Section 1.

Unless otherwise directed by the Board of Directors, regular general membership meetings of the corporation shall be held monthly. There shall be an annual meeting of the general membership held in July each calendar year at which time, the election of officers and Board members shall be completed as well as any other business necessary for the continued operation of the corporation.

Section 2.

Special meetings of the general membership may be called by the Chairman of the Board, Vice Chairman, any three (3) members of the Board of Directors or by any twenty-five (25) members, two (2) of whom must be members of the Board of Directors. A ten (10) day notice stating the business of the special meeting is required to be mailed to all general members and no business other than that stated in the notice may be transmitted or conducted.

Section 3.

The quorum for all general membership meetings shall be a majority of the members present.

ARTICLE XVIII - BOARD OF DIRECTORS

Section 1.

The Board of Directors shall be composed of the elected officers and Board members of the corporation and the immediate Past Chairman who shall serve as an advisory member of the Board of Directors for one (1) year after his/her term as Chairman expires. No authorized signer may sign a check that is made payable to themselves.

Section 2.

Unless otherwise decided by the Board of Directors, the Board shall hold regular monthly meetings at the principal office of the corporation.

Section 3.

Special meetings of the Board may be called by the Chairman of the Board, the Vice Chairman, or by any three (3) members of the Board of Directors. Notice of special meetings shall be given at least forty-eight (48) hours prior to the meeting.

Section 4.

The quorum for all meetings of the Board of Directors shall be five (5).

Section 5.

The Lancaster JetHawks may appoint someone on behalf of its organization to be an advisory member of the Board of Directors That person will not have any power to vote on matters before the Board, nor can said person assume the role of an officer of this corporation while employed by the Lancaster JetHawks or its parent company.

Section 6.

In regards to signing checks, the Board of Directors is authorized to sign checks for expenses incurred by the corporation as long as each said check bears the signature of at least two (2) authorized members of the Board of Directors. If the check is to be written to an authorized signer, two (2) other authorized signatures must be used.

ARTICLE XIX - COMMITTEES

Section 1.

The Board of Directors may establish committees to pursue and work towards the attainment of the goals set forth in the Mission Statement. The Board of Directors shall appoint the chairman of each committee and shall hold the Chairman of said committee responsible to perform his or her duties subject to the approval of the Board. Any such appointment as committee Chairman shall continue to exist, even if the member of the Board of Directors who suggested the appointment of the chairman of said committee is not voted in for another term.

Section 2.

Special committees deemed necessary by the membership or the Board to carry on the work of the corporation shall be appointed by the Board of Directors if necessary.

Section 3.

The Chairman of the Board shall be an ex-officio member of all committees.

ARTICLE XX - AMENDMENTS TO BYLAWS

Section 1.

The Bylaws of this corporation may be amended by a two-thirds (2/3) vote, of those in attendance, at any regular general membership meeting provided that the proposed amendment has been submitted either by electronic notification or in writing to each member at least thirty (30) days before the meeting at which any proposal is made to amend the Bylaws.

ARTICLE XXI - ADDITIONAL RECORDS

Section 1.

The corporation shall keep adequate and correct records of the account and minutes of the proceedings of its members, Board and committees of the Board. All books and records shall be kept in either written form or in any other form capable of being converted into written form. The corporation shall, on a monthly basis at the general membership meeting, provide a financial report indicating the present amount of the funds on hand and the income and expenditures which have been made up to that point in time for that particular month. Within thirty (30) days after the close of the corporate year a written financial report indicating the present amount of funds on hand and showing income and expenditures for the year will be prepared by the Treasurer for review by the general membership.

ARTICLE XXII - PARLIAMENTARY AUTHORITY

Section 1.

The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this nonprofit mutual benefit corporation, or state law.

ARTICLE XXIII - FISCAL POLICIES

Section 1.

The fiscal year of the corporation shall begin on January 1 and shall end on December 31. The three (3) Board members who sign on the bank accounts must be bonded.

Section 2.

The books and accounts of the corporation shall be kept in accordance with sound financial accounting practices. The Treasurer shall furnish a report of all financial transactions to the members and the Board at the respective meetings for each.

Section 3.

Each member must be mindful that they may not use their membership in the Booster Club for financial gain. This should not be interpreted to restrict standard financial transactions between members, the community, or member and the Booster Club. The Board of Directors is responsible for monitoring transactions between members and the Booster Club to ensure no impropriety.

Section 4.

In the event of dissolution of the corporation, all of its assets and funds remaining after payment or provision of payment of all debt's and liabilities of the corporation, shall be distributed to tax -exempt organizations as the Board may determine, in compliance with Section 501(c) (3) of the Internal Revenue Code.

Section 5.

All contracts entered into on behalf of the corporation shall have the consent of the Board of Directors and shall require the signature of the Chairman of the Board, Vice Chairman, Secretary and/or Treasurer so that each contract shall be signed by a minimum of at least two (2) members of the Board of Directors.

Revisions to Bylaws

Revised 0112009, Article V, Section IV added.

Revised 03-23-2009 The bylaws of the corporation were amended and changes were approved at the General Membership meeting on March 19, 2009. The changes are shown on the attached addendum.

Revised 6-17-2010 Article XVI, Section 3 - the final sentence was amended to read "The qualification for the officer positions of Chairman and Vice Chairman is having served a minimum of one (1) year on the Board of Directors."