

BYLAWS OF SOAR OREGON
an Oregon Nonprofit Corporation

ARTICLE 1
NAME.

The name of the corporation is SOAR Oregon, an Oregon mutual benefit non-profit corporation (“SOAR”).

ARTICLE 2
PURPOSES

SECTION 2.01 The purpose of SOAR shall be the development, promotion, expansion and support of the Unmanned Aerial Systems (UAS) industry in the State of Oregon; the UAS industry is broadly defined to include any and all related or supporting industries and technologies that would help support development of UAS. SOAR will engage in lawful activities, none of which are for profit.

ARTICLE 3
MEMBERSHIP.

SECTION 3.01 CLASSES OF MEMBERS. SOAR shall be a mutual benefit membership organization with membership support in terms of dues and involvement with SOAR at meaningful levels; however, SOAR shall not have “members” as that term is defined by ORS 65.001. Memberships and membership classifications, including the benefits and financial contributions and dues for each, shall be set by the Board by resolution.

SECTION 3.02 QUALIFICATIONS. Qualifications for membership are as follows: (1) being a business or person with an interest in the development, expansion and support of the unmanned aerial systems industry in the State of Oregon; (2) supporting SOAR’s purpose, and (3) accepting membership by making the necessary annual contributions in a timely manner.

ARTICLE 4
BOARD OF DIRECTORS.

SECTION 4.01 GOVERNING BODY; COMPOSITION. A Board of Directors (the “Board”) shall govern the business and affairs of SOAR. The Board shall comprise individuals who are dedicated to SOAR’s purposes, which may exercise all such powers of SOAR as are permitted by law, the Articles of Incorporation or these Bylaws.

SECTION 4.02 NUMBER OF BOARD MEMBERS. The number of directors on the Board may vary between a minimum of five (5) and a maximum of fifteen (15), the exact number of which shall be fixed from time to time by resolution of the Board.

SECTION 4.03 TERM OF OFFICE. Notwithstanding any other provision

contained herein, the term of office for all directors shall be two (2) years. Board members may serve for a maximum of three (3) successive terms.

SECTION 4.04 REMOVAL. Any director may be removed, with or without cause, by a vote of a majority of the directors then in office. A director will be removed from office if the director is not committed to the purposes of SOAR or if the director does not exercise the requisite care in fulfilling his or her duties as a director.

SECTION 4.05 VACANCIES. In the event that a director resigns or is removed from office, the president may appoint a new director to serve until the next election at the annual meeting.

SECTION 4.06 QUORUM AND ACTION. A quorum at a Board meeting shall be a majority of all directors in office. Each director shall be entitled to one vote. If a quorum is present, action is taken by the affirmative vote of a majority of directors present. Where the law requires the affirmative vote of a majority of directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business or to merge, such action is to be taken by that majority as required by law. Directors may not vote by proxy.

SECTION 4.07 ANNUAL MEETING. The annual meeting of the Board shall be held on the third Monday in October each year, unless a different date and time are fixed by the Board and stated in the notice of the meeting. If the time and place of any other directors' meeting is regularly scheduled by the Board, the meeting is a regular meeting. All other meetings are special meetings.

SECTION 4.08 SPECIAL MEETINGS. Special meetings of the Board may be held at the time and place to be determined by the Board.

SECTION 4.09 CALL AND NOTICE OF MEETINGS. The annual and regular meetings of the Board must be preceded by not less than seven days' notice to each director of the date, time and place of the meeting. Regular meetings of the Board may be held without further notice of the date, time, place or purpose of the meeting. Special meetings of the Board must be preceded by at least three days' notice, if given by first-class mail, or 24 hours' notice, if delivered personally or given by telephone, telegraph, fax or e-mail to each director of the date, time and place of the meeting. Except as specifically provided in these bylaws, the notice need not describe the purpose of any meeting. The president or any of the directors then in office may call and give notice of a regular or special meeting of the Board.

SECTION 4.10 WAIVER OF NOTICE. A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be

signed by the director entitled to the notice, must specify the meeting for which the notice is waived and must be filed with the minutes or the corporate records.

SECTION 4.11 MEETINGS BY TELECOMMUNICATION. Any regular or special meeting of the Board may be held by telephone or other form of telecommunication, as long as all Board members can communicate with each other.

SECTION 4.12 NO SALARY. Board members shall not receive any salaries for their Board services but may be reimbursed for expenses directly related to Board services.

SECTION 4.13 ACTION BY CONSENT. Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

SECTION 4.14 CONDUCT OF MEETINGS. The President of the Board shall preside over all meetings of the Board, and the Secretary of the Board shall keep or cause to be kept a minute book of the Board, recording therein all resolutions adopted by the Board and a record of all transactions and proceedings occurring at such meetings.

ARTICLE 5 COMMITTEES

SECTION 5.01 EXECUTIVE COMMITTEE. The Board may elect an executive committee. The executive committee shall have the power to make ongoing decisions between Board meetings and shall have the power to make financial and budgetary decisions.

SECTION 5.02 OTHER COMMITTEES. The Board may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board or may be advisory committees. A person need not be a member of the Board to serve on a committee.

SECTION 5.03 BOARD COMMITTEE POWERS AND PROCEDURES. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the Board shall apply to the executive committee and other committees of the Board and their members as well. Except as provided below, the executive committee shall have and may exercise the authority of the Board between meetings of the Board. Other committees of the Board may, to the extent specified by the Board, exercise the authority of the Board; provided, however, that no committee of the Board may:

- (a) Authorize distributions;
- (b) Approve dissolution merger or the sale, pledge or transfer of all or substantially all of SOAR's assets;

- (c) Elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or
- (d) Adopt, amend or repeal the Articles of Incorporation or Bylaws.

SECTION 5.04 All awards, grants, or other similar business-development disbursements made by SOAR shall follow procedures approved by the Board and all such disbursements shall require a vote of the Board.

ARTICLE 6 NONDISCRIMINATION

SOAR shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, color, age or national origin.

ARTICLE 7 OFFICERS

SECTION 7.01 TITLES. The officers of SOAR shall be the president and the secretary. The Board may also appoint a treasurer and other such officers as may be deemed necessary by SOAR. The same individual may simultaneously hold more than one office.

SECTION 7.02 ELECTION. The Board shall elect officers to serve a one-year term. An officer may be reelected without limitation on the number of terms of service.

SECTION 7.03 VACANCY. A vacancy of the office of president, secretary, or treasurer shall be filled not later than the first regular meeting of the Board following the vacancy.

SECTION 7.04 PRESIDENT. The president shall supervise, direct, and control the affairs of SOAR, shall preside at all meetings of the Board members, shall have responsibility for the general management of SOAR and shall see that all orders and resolutions of the Board are carried into effect. The president shall have any of the powers and duties as may be prescribed by the Board.

SECTION 7.05 SECRETARY. The secretary shall have overall responsibility for all record keeping. The secretary/treasurer shall perform, or cause to be performed, the following duties: (i) official recording of the minutes of all proceedings of the Board meetings and actions, (ii) provision for notice of all meetings of the Board, and (iii) any other duties as may be prescribed by the Board.

SECTION 7.06 TREASURER. The treasurer shall have overall responsibility for all corporate funds. The secretary/treasurer shall perform, or cause to be performed, the following duties: (i) keeping of full and accurate accounts of all financial records of SOAR, (ii) the deposit of all moneys and other valuable effects in the name of and to the credit of SOAR in such depositories as may be designated by the Board, (iii) the

disbursement of all funds as authorized by the Board, (iv) making financial reports as to the financial condition of SOAR to the Board, and (v) any other duties as may be prescribed by the Board.

SECTION 7.07 OTHER OFFICERS. The Board may elect or appoint other officers, agents and employees as it shall deem necessary and desirable, including but not limited to an executive director. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board.

SECTION 7.08 EXECUTIVE DIRECTOR. The Executive Director shall be an employee of SOAR hired by the Board and shall be the chief executive officer of SOAR responsible for the active management of its activities and employees.

ARTICLE 8 GENERAL PROVISIONS

SECTION 8.01 DISSOLUTION. Dissolution is authorized if it is approved by a vote of three-fourths of the directors in office at the time. Notice of a meeting held for the purpose of dissolution must state that the purpose is to consider dissolution of SOAR and contain a copy or summary of the plan of dissolution. Dissolution must comply with the dissolution provisions of the Articles of Incorporation.

SECTION 8.02 AMENDMENT OF BYLAWS. These bylaws may be amended or repealed, and new bylaws adopted, by the Board at any meeting of the Board by an affirmative vote of the majority of directors present, if a quorum is present. Before the adoption of the amendment, each Board member shall be given at least two weeks' notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

SECTION 8.03 INDEMNIFICATION. SOAR shall indemnify to the fullest extent permitted by the Oregon Nonprofit Business Enterprise Act any person who has been made, or is threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of SOAR) by reason of the fact that the person is or was a Board member or officer of SOAR. The right to and the amount of indemnification shall be in accordance with the provisions of the Oregon Nonprofit Business Enterprise Act in effect at the time of determination.

SECTION 8.04 CHECKS; DRAFTS, ETC... All checks, drafts and other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to SOAR shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

SECTION 8.05 LOANS. No loans shall be contracted on behalf of SOAR and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION 8.06 DEPOSITS. All funds of SOAR not otherwise employed shall be deposited from time to time to the credit of SOAR in such banks, trust companies, or other depositories as the Board may select.

SECTION 8.07 SEVERABILITY. Any determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

SECTION 8.08 EXECUTION OF DOCUMENTS. The Board may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of SOAR. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind SOAR by any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.

SECTION 8.09 FISCAL YEAR. The fiscal year of SOAR shall begin on July 1 and shall end on June 30 each year.

SECTION 8.10 CONFLICT OF INTEREST. SOAR's Conflict of Interest policy of December 14, 2013, as it is now or as it may be amended from time to time by a vote of the Board, is attached as Appendix A and made a part of these bylaws by reference.

Adopted: September 27, 2016

Note: These bylaws supersede the original bylaws adopted Oct. 21, 2013. The changes include the change in name of the organization; a reduction in the minimum number of Board member from seven to five, and the incorporation of the Conflict of Interest policy as part of the bylaws themselves.