

BYLAWS  
OF  
SOUTH DAKOTA AVIATION HALL OF FAME, INC.

ARTICLE I

PURPOSES OF THE CORPORATION

The purposes shall be to educate the public regarding the history of aviation in South Dakota and the contribution of South Dakota citizens to the development of worldwide aviation. The purposes shall also include the exercise of all powers conferred by South Dakota law to a corporation that is without stock and not for profit, which are consistent with exemption from federal income tax under 501(c) (3) of the United States Internal Revenue Code.

By way of illustrating but not of limitation, these purposes include the following:

A. To receive and maintain a fund or funds, and to use and apply the whole or part of the income there from, and the principal thereof, exclusively for charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations duly authorized to carry on similar activities, but no part of such income or principal shall be contributed to any organization whose net earnings or any part thereof inure to the benefit of any private shareholder or individual, or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation. The detailed purposes hereinafter set forth shall at all times be subject to, and in furtherance of the provisions contained in this paragraph; and

B. To establish and maintain an ongoing means of honoring individuals who have contributed in significant manner to the development, advancement, and promotion of aviation in South Dakota, or elsewhere, and

C. To foster, promote, and encourage a better sense of appreciation by the public of those persons' contribution and the role of aviation in South Dakota and elsewhere. and to perpetuate the memory of those honored, and

D. To engage in activities appropriate to the honoring of the above-mentioned persons by means of public displays or announcements, and

E: To become affiliated with the National Aviation Hall of Fame of Dayton, Ohio, and

F. To work with other recognized South Dakota aviation interests, groups of individuals in establishing a suitable depository for historical artifacts gathered during the course of Hall of Fame activity, and

G. To work with the Experimental Aircraft Association chapter 806 in preserving and cataloguing the artifacts and histories of candidate individuals. Notwithstanding anything to the contrary contained in these Bylaws, this Corporation shall engage in activities which are not in furtherance of 501(c) (3) purposes only as an insubstantial part of the corporation's money and property, both real and personal, to hold, invest and administer the same and using the net rents and income therefrom, for the charitable, scientific, literary or educational objectives of the South Dakota Aviation Hall of Fame, Inc. or any of its organizations or committees. The purposes of this Corporation are to be carried on mostly in, but not limited to, the State of South Dakota.

## ARTICLE II CORPORATE POWERS

The Corporation shall have perpetual existence. Its powers shall be:

A. To have succession by its present corporate name, or as hereafter altered;

B. To sue and be sued, complain and defend in any court of competent jurisdiction;

C. To adopt, use, and alter an appropriate South Dakota Aviation Hall of Fame, Inc. seal or logo;

D. To choose such officers, trustees, managers, agents, and employees as the business of the Corporation requires;

E. To adopt, amend, and alter bylaws consistent with the laws of the United States and South Dakota for the management of its property and the regulation of its affairs;

F. To contract and be contracted with;

G. To take any lease, gift, purchase, grant, devise, or bequest from any private corporation, association, partnership, firm or individual and to hold any property, real, personal, or mixed, necessary or convenient for attaining the objects and carrying into effect the purposes of the Corporation; however, subject to applicable provisions of law (1) governing the amount or kind of property which may be held by, or (2) otherwise limiting or controlling the ownership of property by a corporation operating in South Dakota.

H. To transfer, convey, lease, sublease, encumber, and otherwise limit or control the ownership of property by a corporation operating in South Dakota

ARTICLE III  
PRINCIPAL OFFICES AND SCOPE OF ACTIVITIES AND AGENTS

SECTION ONE:

The principal office of the Corporation shall be located in Lawrence County or in any such other place as may be determined by the Board of Directors.

SECTION TWO:

The Corporation shall have in the State of South Dakota at all times a designated agent authorized to accept service of process for the Corporation; and notice to or service upon such agent shall be deemed notice to or service upon the Corporation.

ARTICLE IV  
MEMBERSHIP

Membership in the South Dakota Aviation Hall of Fame, Inc. shall be by invitation only. Nominations and selection of new Board members shall be made by the standing Board. New Selection Committee members shall be nominated and approved by members of the standing Board of Directors. In all cases, the approvals will be by majority vote of members in attendance.

ARTICLE V  
MEETING OF MEMBERS

SECTION ONE: ANNUAL MEETING

The Annual Meeting of the Board of Directors, shall be for the consideration of business to be laid before such meetings and for the election of the Board of Directors as provided in Article VI shall be held each year on the date designated by the Board,

SECTION TWO: SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by any member of the Board of Directors, by giving notice as directed by Section Four of this article.

SECTION THREE: PLACE OF MEETING

The Board of Directors may from time to time designate any place in the State of South Dakota as the place of meeting for any Annual Meeting or for any Special Meeting not to eliminate electronic attendance.

## SECTION FOUR: NOTICE

Notices of the Annual Meeting of the members or of the Board of Directors shall be given at least thirty (30) days prior to the date thereof and notices of Special Meetings of the members shall be given at least ten (10) days prior to the date thereof. Each notice shall specify the place, date and hour of the meeting and in the case of Special Meeting, the nature of the business to be transacted. Such notices shall be given in writing, addressed to last known address of the member.

## SECTION FIVE: QUORUM

A Quorum of Directors shall consist of a majority of the Directors in attendance. No Quorum is required at membership meetings provided however that no such meeting may occur without proper notice having been provided.

## SECTION SIX: VOTING

A. The affirmative vote of fifty one percent (51%) of the voting members present at a meeting shall be necessary for the authorization or taking of any action voted upon by the members.

B. Each member of the South Dakota Aviation Hall of Fame, Inc. shall be entitled to one (1) vote in person or by proxy on all matters laid before the membership for consideration.

## ARTICLE VI BOARD OF DIRECTORS

### SECTION ONE: GENERAL POWERS

The affairs of the South Dakota Aviation Hall of Fame, Inc. shall be managed by the Board of Directors.

### SECTION TWO: NUMBER AND TENURE

A. The number of Board members shall not be less than three (3) nor more than seven (7), elected and selected at the Annual Meeting.

## ARTICLE VII OFFICERS

The Corporation shall have four (4) officers which shall be President, Vice President, Secretary and Treasurer. At the Board's discretion, the offices of Secretary and Treasurer may be combined. The officers shall serve at the pleasure of the Board of Directors.

## SECTION ONE: PRESIDENT

The President shall be the chief executive officer of the South Dakota Aviation Hall of Fame, Inc., and shall have general supervision over the business of the corporation and over its several officers; subject to the control of the Board of Directors. He shall preside at all meetings of the Board of Directors. He may sign and execute in the name of the south Dakota Aviation Hall of Fame, Inc., deeds, bonds, mortgages, contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation..

## SECTION TWO: VICE-PRESIDENT

The Vice-President shall assist the President in his duties and shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors. In the absence of the President, he shall preside over meetings of the Board and have all the Powers of the President and may be subject to all the restrictions upon the President.

## SECTION THREE: SECRETARY

The Secretary shall:

- A. Certify and keep at the principal office of the South Dakota Hall of Fame, Inc. the original or copy of its Bylaws as amended or otherwise altered to date;
- B. Keep at the principal office of the South Dakota Aviation Hall of Fame, Inc. or such other place as the Board may order, a book of minutes of all members and officers meetings with the time and place of holding, whether Regular or Special and, if Special, how authorized, the notices thereof given, and the names of those present at meetings;
- C. See that all notices are fully given in accordance with the provisions of these Bylaws or as required by law;
- D. Be custodian of the records of the South Dakota Aviation Hall of Fame, Inc.;
- E. See that the books, reports, statements and all other documents and records, required by law, are properly kept and filed.
- F. Exhibit at all reasonable times to any member upon application, the Bylaws and minutes of proceedings, of the members of the South Dakota Aviation Hall of Fame, Inc.; and

G. Make and transcribe General and Special Meeting minutes;

H. In general, perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him by the board.

#### SECTION FOUR: TREASURER

The Treasurer, if required to do so by the Board of Directors, shall give a bond for the faithful discharge of his duties in such sum, and with such securities, as the Board of Directors shall require. The Treasurer shall:

A. Have charge and custody of, and be responsible for, all funds and securities of the South Dakota Aviation Hall of fame, Inc., and deposit all such funds in the name of the South Dakota Aviation Hall of Fame, Inc. in such banks, trust companies, or other depositories as shall be selected by the Board;

B. Keep and maintain adequate and correct accounts of the South Dakota Aviation Hall of Fame, Inc.'s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus;

#### DIRECTORS' CERTIFICATE AS TO BYLAWS

We, the undersigned, being all of the directors of South Dakota Aviation Hall of Fame, Inc., do hereby adopt the above and foregoing bylaws, and as directors do hereby certify that said bylaws were duly adopted as the bylaws of said corporation on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.