

BY LAWS of LOS ALAMOS AVGAS, INC.

ARTICLE I. OFFICES –

The principal office of the Corporation in the State of New Mexico shall be located in the County of Los Alamos. The corporation may have such other offices, either within or without the State of New Mexico as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. BOARD OF DIRECTORS –

1. The affairs of the corporation shall be managed by its Board of Directors. “Robert’s Rules of Order” and procedure shall govern all proceedings at meetings.
2. The number of Directors shall be no less than five (5), who shall be members of this corporation. Each director shall hold office for the time for which they are elected and until his/her successor is elected and qualified.
3. At each annual meeting of the members, the members shall elect no less than five (5) members to the Board of Directors, with the at least five (5) persons nominated and receiving the greatest number of votes at such meeting being hereby elected. Such directors so elected shall serve a term of one (1) year or until their successors shall be elected and qualified. Nothing herein shall be construed to prevent the election of Directors to succeed themselves.
4. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.
5. The regular annual meeting of the Board of Directors shall be held without other notice than this By-Law immediately after and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board of Directors without other notice than such resolution.
6. Special meetings of the Board of Directors may be called by or at the request of the President of the corporation or of any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the County of Los Alamos, State of New Mexico, as the place for holding any special meeting of the Board called by such person or persons.
7. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally, by mail, or other conventional communication to each Director at his/her address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attend a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such

meeting, unless specifically required to do so because of law or these By-Laws, as adopted and amended.

8. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, the Directors present may adjourn the meeting, to be reconvened by a majority of the Directors from time to time without further notice.
9. The act of a majority of the Directors present at a meeting a which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is require by law or by these By-Laws.
10. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors.

ARTICLE III. OFFICERS –

1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the office of President and Secretary.
2. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold their office until their successor shall have been duly elected and qualified.
3. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the officer so removed.
4. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
5. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business and affairs of the corporation and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.
6. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform all duties of the President and when so acting shall have all the power of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
7. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties

as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation and shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

8. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

ARTICLE IV. MEMBERS –

Members of the corporation shall be such persons as are approved for membership by the Board of Directors. Members need not be residents of New Mexico. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the membership and shall be eligible to serve on committees of the corporation and for election to the corporation's Board of Directors and to serve as officers of the corporation.

ARTICLE V. MEETINGS OF MEMBERS –

1. The annual meeting of the members shall be held during the month of July at a date and time so designated by the Board of Directors for the purpose of electing Directors and for the transactions of such other business as may come before the meeting. If the election of Directors shall not be held on the day of the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.
2. Special meeting of the members may be called by the President, the Board of Directors or not less than one-fourth (1/4) of the members.
3. The Board of Directors may designate any place within the County of Los Alamos, State of New Mexico as the place for meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the County of Los Alamos, State of New Mexico; but if all the members shall meet at any time and place and consent to the holding of a meeting, or if all members shall consent to the holding of such meeting whether or not all members shall attend, then such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken consistent with these By-Laws and the Articles of Incorporation.
4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally, by mail, or other conventional communication to each member not less than ten (10) days nor more than thirty (30) days before the date of such meeting, by or at the direction of the President or Secretary, or the officers or persons calling the meeting. In case of

a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

5. The members holding one-fourth (1/4) of the votes which may be cast in any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, then the majority of the members present may adjourn the meeting from time to time without further notice.
6. At any meeting of members a member may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS –

1. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation in such manner as shall be time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and counter-signed by the President or Vice President.
3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
4. The Board of Directors may accept on behalf of the corporation any contributions, gifts, bequests or devises for the general purpose or for any special purpose of the corporation.

ARTICLE VII. BOOKS AND RECORDS –

The corporation shall keep correct and complete books and records of account and also shall keep the minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office of the corporation a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII. FISCAL YEAR –

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of each year.

ARTICLE IX. SEAL –

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words “Corporate Seal, 1965, New Mexico”.

ARTICLE X. WAIVER OF NOTICE –

Whenever any notice is required to be given under the provisions of the laws of the State of New Mexico pertaining to nonprofit corporations or under the provision of the Articles of Incorporation of the By-Laws of this corporation, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI. ORDERS OF BUSINESS –

The order of business at any regular or special meeting of the members or of the Board of Directors shall be as follows, subject to the right of the presiding officer to vary such order at his/her discretion if of objection be made thereto

1. Call to order
2. Roll call
3. Reading and disposal of any unapproved minutes
4. Reports of officers and committees
5. Unfinished business
6. New business
7. Adjournment

ARTICLE XII. AMENDMENTS TO BY-LAWS –

These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of the majority of the members at any regular or special meeting of the members if notice of the proposed change is contained in the notice of the meeting as per Article V Section 4 of these By-Laws.

KNOW ALL PERSONS BY THESE PRESENTS: That we, the undersigned, being all members of the Board of Directors of LOS ALAMOS AVGAS, INC., a non-profit corporation, organized and existing under and by virtue of the Laws of the State of New Mexico do hereby assent to the forgoing By-Laws and adopt them as the By-Laws of said corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 12th day of July, 2007.

Dane Spearing
Gary Cavalos
Mark Peters
Ron Hyer
L. John Jolin
Bruce Hudspeth

STATE OF NEW MEXICO)
) ss
 COUNTY OF LOS ALAMOS)

On this 12th day of July, 2007, before me personally appeared David McClard, L. John Jolin, Bruce Hudspeth, Dane Spearing, Mark Peters, Ron Hyer, and Gary Cavalos, to be known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

Gary L. Fosier
 Notary Public

My commission expires: 10/2/2010

