

Bylaws of the Valley Fliers

Article 1: Purpose

- 1.1. The purpose of this club shall be to provide for its members a convenient means for flying at the most economical rates.

Article 2: Meetings of Members

- 1.1. All meetings of the members except as herein otherwise provided, shall be held at a place to be determined by the president.
- 1.2. The annual meeting of the Club shall be held in the month of March at such time and place as the Board of Directors shall determine.
- 1.3. Notice of the annual meeting of members shall be given by email notice sent at least seven days prior to the scheduled meeting to each member at the email address listed in the online profile for member in the club's online scheduling system.
- 1.4. Special meetings of the members may be held at such time and place as determined by a majority of the directors. A written petition for a special meeting may be signed and submitted by at least ten (10) members in good standing with the club. It shall be the duty of the secretary to call such meetings within thirty (30) days after such demand.
- 1.5. Notice of the special meeting of the members, stating the time and in general terms the purpose thereof, shall be given in a like manner as the notice required for the regular annual meetings. If all the members shall be present at any gathering, any business shall be transacted without previous notice.
- 1.6. At any meeting of the members, a quorum shall consist of twenty (20) of the members who are in good standing.
- 1.7. In the absence of the President and Vice President, the Treasurer or the Maintenance Officer shall call the meeting to order and preside over the meeting.
- 1.8. At the annual meeting of the members, the members shall elect by ballot a Board of Directors as constituted by these bylaws
- 1.9. At every meeting of the members, each member shall have only one vote. Votes cast by mail, email, or electronic submission will be accepted provided they are reviewed by the secretary at least two (2) days prior to the meeting when the vote is to be taken. Proxy votes, in writing, will be accepted.
- 1.10. A majority vote of the members in good standing either present, represented via proxy, or submitted to and reviewed by the secretary, is necessary for the adoption of any resolution and for the election of a member to the Board of Directors.
- 1.11. Parliamentary procedures will be followed and minutes will be kept at all meetings.
- 1.12. A member is in good standing when the member account is paid or is less than sixty (60) days in arrears

Article 3: Directors

- 1.1. The powers, business and property of the Club shall be exercised, conducted and controlled by a Board of Directors consisting of six (6) members.
- 1.2. Each Director shall be elected for a specific office annually from the membership of the club at the annual meeting of the members. The elected Directors shall serve as officers of the Club.
- 1.3. Deleted
- 1.4. Regular meetings of the Board of directors shall be called at a time and place to be

- determined by the President.
- 1.5. Special meetings of the Board of Directors shall be called at anytime on the order of the President or on the order of three (3) Directors.
 - 1.6. Notice of special meetings of the Board of Directors stating the time, and in general terms, the purpose of the meeting shall be mailed, emailed, or notified by electronic means to each Director not later than three (3) days before the day appointed for the meeting. If all Directors shall be present at any meeting, any business may be transacted without previous notice.
 - 1.7. Three (3) Directors shall constitute a quorum of the Board at all meeting and the affirmative vote of at least three (3) shall be necessary to pass any resolution or authorize any act of the club.
 - 1.8. Each member of the Board of Directors shall serve without any compensation or reward, except as otherwise provided in these bylaws or by a vote of the members at a general or special meeting
 - 1.9. The Board of Directors shall cause to be kept a complete record of all it's acts and proceedings of it's meetings and to present a full statement at the regular meeting of the members, showing in detail the condition of the affairs of the Club.
 - 1.10. The Board of Directors may assign to any member any duty of office which the Board deems appropriate and necessary and which is not otherwise expressly provided for in these bylaws.
 - 1.11. The Board of Directors may engage personnel from outside the Club membership to perform such services on behalf of the Club as the Board deems appropriate and necessary. The board may compensate them at a rate commensurate with the services provided.
 - 1.12. The Board of directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of the Club property and to do and perform or cause to be done or performed any and every act which the Club may law fully do and perform.
 - 1.13. Directors' individual and collective liability, due to any Club related action taken by any Club member or members shall be limited totally to the assets of the club.

Article 4: Officers

- 1.1. The Executive Office of the Club shall have a President, Vice-President, Secretary, Treasurer, Aircraft Maintenance Officer and a Safety Officer. The Executive Office shall constitute the Board of Directors of the Club.

Article 5: President

- 1.1. The President shall be Chief Executive of the Club. He shall preside at all meetings of the Club and the Board of Directors. He may call a special meeting of the members of the Board of Directors and shall have, subject to the advice and control of the directors, general charge of the business of the Club, and shall execute with the secretary, in the name of the Club, all contracts and instruments other than checks, which have first been approved by the Board of Directors.
- 1.2. The President shall be responsible to the Board of Directors for the operation of the Club. He shall ensure the suitability of all equipment owned and operated by the club by reviewing all maintenance activities submitted by the Club maintenance officer monthly with the Board of Directors. He shall ensure the safety of Club flight operations by monthly reviewing and approving the Club Safety Officer's report with the Board of Directors. He shall ensure the fiscal status of the club by approving the review of the

Monthly Financial Reports by the Club Treasurer with the Board of Directors. He shall approve and recommend to the Board of Directors actions or penalties submitted by the Club Safety Officer for violation of Club approved flight safety operational practices.

Article 6: Vice-President

- 1.1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.

Article 7: Secretary

- 1.1. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He shall attend to the giving and serving notices of all meetings of the members and the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member and of the Club, a book of the bylaws, the Club seal, if any, and such other books and papers as the Board of Directors may direct. He shall execute with the President, in the name of the Club, contracts and instruments which have been approved by the Board of Directors. In the absence or disability of the treasurer and under the direction of the President he shall execute in the name of the Club, checks for the expenditures authorized by the Board of Directors.
- 1.2. The secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board of Directors.

Article 8: Treasurer

- 1.1. The Treasurer shall sign, in the name of the Club, all checks for the expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Club in the bank selected by the Board of Directors, from which funds shall be paid out by check, debit, or funds transfer only as herein before provided. He shall also account for all receipts, disbursements and balance on hand.
- 1.2. The Treasurer will provide a monthly report of the financial status of the Club to the Board of Directors.
- 1.3. The Treasurer will inform the Board of Directors on the fifteenth (15th) of each month if any members are delinquent and notify them when such delinquency has been paid.
- 1.4. The Treasurer shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board of Directors.

Article 9: Aircraft Maintenance Officer

- 1.1. The Aircraft Maintenance Officer shall be responsible for maintaining current information in the logbooks of the aircraft.
- 1.2. The Aircraft Maintenance Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certificated aircraft and power plant mechanic, and for obtaining all inspections, major overhauls, and for compliance with all service bulletins for the aircraft.
- 1.3. The Aircraft Maintenance Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

Article 10: Safety Officer

- 1.1. The Safety officer shall be responsible for knowledge of the safe condition of Club aircraft. He shall notify the Maintenance Officer upon identification of any unsafe

- condition of the Club aircraft.
- 1.2. The Safety Officer shall be responsible for addressing any unsafe pilot operation of the Club aircraft which is brought to his attention. He shall also make reports to the Board of Directors regarding such operations, along with recommendations for corrective action.
 - 1.3. The Club Safety Officer oversees all Club flight training operations and approved Certified Flight Instructors. He will review, on at least a biennial basis, the Flight Instructor certification renewals for all Club approved instructors. He shall make reports to the Board of Directors regarding such operations, along with recommendations for corrective actions if any are required. He may order an immediate suspension of Club approved Flight Instructor status for any Club approved instructor he deems to be in serious violation of Club or FAA flight instruction rules.
 - 1.4. The Club Safety Officer may at anytime request a review of the flight logbooks, FAA Medical Certificate, and or any other flight records he deems necessary to ascertain the qualifications of any Club Member to safely operate Club Aircraft. The results of any such reviews must be reviewed with the Board of Directors.

Article 11: Members

- 1.1 Members of the club are expected to abide by FAA and Club regulations and must assist with any investigations authorized under these bylaws.

Article 12: Vacancies

- 1.1. If any office, other than the president, becomes vacant for any reason, the President shall appoint an interim successor until such time as the Board of Directors shall elect a successor from the membership who shall hold office for the unexpired term. If the Office of President becomes vacant The Vice-President shall become President and the Board of Directors shall elect a new Vice-President from the membership. If two (2) or more vacancies occur at any one time they shall be filled by a vote of the members at a meeting duly called.

Article 13: Safety Board

- 1.1. A safety board shall be designated by the Board of Directors for any accident or incident involving equipment belonging to the club, at the discretion of the board.
- 1.2. The Safety Board shall consist of three (3) members of the Club who were not involved in the accident.
- 1.3. The Safety Board shall take all steps necessary to ascertain the facts, conditions and circumstances of the accident or incident; And shall make known to the Board of Directors, and to all parties involved in the accident its findings in the form of a written report.

Article 14: Hearings

- 1.1. The Board of Directors, upon receipt of the findings of the Safety Board, shall offer to all parties involved in the accident or incident the opportunity of a hearing. After the hearing, or if such hearing is waived by all parties involved in the accident or incident, the Board of Directors shall decide the Financial responsibility. The decision of the Board of Directors shall be final.
- 1.2. The Board of Directors shall not impose financial responsibility on any one member in excess of the insurance policy deductible for any accident or incident, unless the damage resulted from a violation of Club rules; Then the party responsible for the damage shall be liable for the full amount not covered by insurance.
- 1.3. In the event of an incident involving a student and an instructor, each shall be

responsible for fifty (50%) percent of the deductible of the insurance.

- 1.4. All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within thirty (30) days of written notice. Otherwise, all unsatisfied monies may be deductible from the membership fee, the remainder of which shall be returned to the member with a cancellation of membership in the Club.

Article 15: Membership

- 1.1. New members may be admitted to the Club only after being approved by a vote of the Board of Directors and payment by the applicant of all current fees for membership. The total number of active and inactive members of the club shall be limited to sixty (60) at any given time.

- 1.2. Memberships. There are three (3) categories of membership in the Club:

Active Member- A member who is actively flying Club aircraft, is paying monthly dues and charges in a timely manner per Article 15, and has a vote in Club affairs.

Associate Member- A flight instructor or mechanic who has been approved by the Board to fly Club aircraft. They have no vote in Club affairs and pay no monthly dues. They may schedule the use of Club aircraft as needed for instruction of Club members or maintenance, or may occasionally use and pay for the use of a club aircraft personally.

Inactive Member- A member may remove himself from active status with the approval of The Board for a period not to exceed twelve (12) calendar months for reasons of hardship, moving, education, etc. A member's classification of inactive will revert to active status at the end of the twelfth (12th) calendar month. If the member wishes to remain inactive, the member must resubmit the request to remain inactive for the board to review. The Board must take into consideration the continued loss of operation capital while the member is on inactive status as well as the situation of the member requesting a continuation of the inactive status.

The inactive member may return to active status at any time during the twelve (12) month period provided the member's account is current with no back dues or charges outstanding.

While on inactive status, the member remains responsible to the club for those charges and assessments currently outstanding and the continuation of monthly dues payments during and for the period classified as inactive.

A member granted inactive status will be removed from the flight schedule and will not be assessed the minimum flying charge but will be subject to, and responsible for, the payment of monthly dues.

An inactive member maintains a vote in Club affairs, but by reason of the inactive status will not hold club office.

- 1.4. A member may withdraw from the Club upon notification to the Secretary in writing thirty (30) days in advance and said member may make withdrawal final within the next ninety (90) days without further notification provided that the withdrawing member has disposed of all share in the assets of the Club to a new member acceptable to the Club. The Club shall have the first option to purchase the share of a member wishing to withdraw from the club and the Club shall have thirty (30) days from the withdrawal notice to exercise this option.

- 1.5. A member may be expelled by a two-thirds (2/3) vote of the members voting, including those present, represented by proxy, or whose votes have been registered with and accepted as valid by the Club Secretary, at any regular or special meeting of the members. Ten (10) days notice shall be given to each member who shall have the right to be heard either in person or by counsel at a meeting of the Club called for this

purpose. A member so expelled shall receive from the Club a sum equal to the current share price less any monies, dues or fines owing to the Club.

- 1.6. In the event of the death of a member of the Club, the Club shall have the first option to purchase from the estate the member's share in the assets of the Club. If the member wishes to name in his/her will a beneficiary of his/her share in the assets of the Club, the named beneficiary must be acceptable to the Club.
- 1.7. All new memberships shall be filled from the list of memberships for sale. When all memberships have been sold, inactive members will be approached to see if they desire to relinquish their membership or come back on active status. A member who is over sixty (60) days in arrears (See article 15, paragraph 4) will be the first membership sold.

Article 16: Membership Payments

- 1.1. Initiation fees. A person duly elected to the Club as provided by these bylaws shall be deemed a member upon payment of an initial fee of two thousand (\$2000.00) dollars plus a nonrefundable initiation fee of Five Hundred (\$500.00) Dollars for a total payment of Two Thousand Five Hundred (\$2500.00) Dollars.
- 1.2. Each member shall be assessed monthly dues in the amount of Seventy-Five (\$75) dollars. Said dues to be payable one (1) month in advance, due on the twentieth (20th) day of each month. The monthly dues may be changed from time to time at the discretion of the Board of Directors. In addition, there shall be a minimum charge of one (1) hour of flying per month at the lowest aircraft's hourly rate.
- 1.3. Hourly Aircraft Rates. The hourly aircraft rates shall be established by the Board of Directors.
- 1.4. Delinquency: Any member who has failed to pay dues, hourly aircraft rate charges or any other sum due to Club within thirty (30) days of after said sum shall be due, shall be considered a delinquent member and may be subject to suspension of Club flying privileges and any other benefit of Club membership pending their account being brought current. Suspension of privileges due to delinquency will be invoked by a vote of the Board of Directors upon recommendation of the Treasurer that such action be taken. Notification of such a vote and action will be sent electronically to the Club Member. When a delinquent member fails to pay any sum owed to the club sixty (60) days or more, after notification the board may authorize sale of the delinquent member's club membership and suspension of all Club privileges. Any sums owed to the club will be deducted from the proceeds of the sold membership and the balance of the proceeds of the sale will be returned to the former Club Member within 30 days of the closure of the sale.

Article 17: Club Finances

- 1.1. No member may authorize expenditures or otherwise incur financial obligation in the name of the Club except as expressly provided for in these bylaws or other regulations duly promulgated by the Club membership
- 1.2. The Treasurer is authorized to expend Club funds in payment for all normal fixed costs of the Club and all operating costs not in excess of Two Thousand (\$2000) dollars per expenditure. The Treasurer must obtain approval from the Board of directors for any unusual expenditure and all expenditures in excess of Two Thousand (\$2000) dollars.
- 1.3. The Maintenance Officer may authorize work on Club aircraft in an amount up to Two Thousand (\$2000) dollars without seeking approval from the Board of Directors. The Maintenance Officer must consult with the Treasurer before authorizing any work to determine whether there are sufficient funds to pay for the work.

- 1.4. Individual members will be reimbursed for any personal expenditures not in excess of two hundred (\$200) dollars when such expenditures are for club aircraft repairs or maintenance necessary to safely complete a trip back to base.

Article 18: Flight Proficiency Program and Flight Rules

- 1.1. The Board of Directors shall develop or cause to be developed, a Flight Proficiency Program for all members which may include, but not necessarily be limited to, periodic check rides with qualified flight instructors, minimum number of flight hours per month, minimum number of landings per month, and periodic refresher courses. The Flight Proficiency Program must be approved by a majority of Club members present at an Annual Membership Meeting.
- 1.2. The Board of Directors shall require that the Club Safety Officer establish and maintain the rules for safe operation of club aircraft and flight instruction in club aircraft. All operations and instruction must meet current FAA rules and advisories. All rules established by the Club Safety Officer must be approved by the Board of Directors and provided to the Club Membership.
- 1.3. The Board of Directors shall procure and maintain, or cause to be procured and maintained, an electronic means to schedule the operation of aircraft, accessible for use by Club members in good standing for the purpose of scheduling of club assets.

Article 19: Surplus

- 1.1. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury for the purpose of new equipment, for engine overhaul, for contingencies or for the purpose of reducing the hourly rates for flying as shall be determined by the board of directors. The net savings in any event shall not be distributed to the members for their individual use.

Article 20: Amendments

- 1.1. These bylaws may be repealed or amended or new bylaws adopted at any meeting of the members called for that purpose or any regular meeting of the members by two-thirds (2/3) majority vote of votes cast.
- 1.2. Two-thirds (2/3) of the members in good standing either present, represented via proxy, or submitted to and reviewed by the secretary shall be considered a quorum.