

ENGINEERS FLYING CLUB
OKLAHOMA CITY, OKLAHOMA
BYLAWS
Revised 2/1/2012

ARTICLE I: MEMBERSHIP

Section A. General.

The number of active members of the club will be managed by the Board in the best interest of the club, not to exceed sixty (60).

Section B. Election of Members.

A person may be elected a member upon written application favorably passed upon by the Board of Directors or by the membership of the Club at any regular or special meeting, and upon payment of the initial membership fee and one month dues, as established by the Board of Directors. Each new membership is considered probationary for the first 90 days. During this 90-day period, the Board of Directors may terminate the membership without use of the expulsion rules at Section E of this Article. If this action is elected, a refund will be made to the new member of any membership fee payments, less amounts owed for dues, flying or other obligations to the club.

Section C. Classes of Membership.

1. Active Members. Those who have been approved by the Board of Directors, who are current in the payment of all dues and charges, and whose privileges have not been suspended pursuant to these By-Laws. The immediate family of all active members, i.e., spouse and children will have all privileges except voting. The Board of Directors has discretion to allow variances on a case-by-case basis.
2. Voluntary Inactive Members. Those who have notified the Secretary in writing of their election to become inactive, who are not indebted to the Club in any amount, and whose inactive status is approved by the Board of Directors. Such inactive members (1) are not required to pay dues or assessments accruing after approval of their inactive status by the Board; (2) have no privileges of membership; and (3) may become active members upon written application approved by the Board of Directors, payment of one month's dues and payment of a re-activation fee of one half of the established membership fee.

3. Involuntary Inactive Members. Those who have been placed on inactive status by the Board of Directors pursuant to these By-Laws.

Section D. Resignations.

Resignations shall be in writing and shall be effective upon approval by the Board of Directors and payment of all sums owed to the Club, at the end of the month in which the Club receives the resignation. All fees and dues paid by a resigning member shall be and remain the property of the Club and such member shall not be entitled to the return thereof, except such amounts as may be refundable under operating rules in effect at the time of resignation.

Section E. Expulsion.

At the discretion of the Board of Directors or at the request of more than ten (10) active members, the question of the expulsion of any active member can be a part of the order of business of any regular meeting. Formal charges of specific reason or cause shall be necessary to initiate the expulsion of any active member. The member so affected shall be given notice to appear and show cause why he or she should not be expelled. If, after the presentations for and against expulsions, two-thirds (2/3) of the active members present vote by secret ballot in favor of the expulsion, the active member shall be declared no longer a member. All debts and dues from said member shall be collected and thereafter, said member shall be relieved of all liabilities and responsibilities due the Club.

Section F. Membership Benefits and Privileges.

Each new active member paying the initiation fee required for membership in the Club does not acquire any stock or share in the Club, but only such benefits and privileges as are provided for the Club, such as the use of the Club's aircraft and equipment under the rates and rules permitted by the Club.

ARTICLE II: ORGANIZATION

Section A. Officers.

The officers of the Club shall be President, Vice- President, Secretary, Treasurer, Operations Officer, Maintenance Officer, Immediate Past President and four (4) Directors and two (2) Honorary Directors. Honorary Directors do not have voting rights on the Board of Directors. These thirteen officers shall be elected in the following manner:

1. A nominating Committee shall be made up of the President of the Club who shall appoint two (2) other members of the board to serve with him or her.
2. The duties of the nominating Committee shall be to assemble and present a consenting slate of officers to be voted on by the general membership of the Club at the regular monthly meeting in the month of June.
3. The floor shall be open for further nominations before the voting commences. If there are no further nominations, the slate shall be elected by a show of hands of a majority of the active members present. If there are nominations from the floor, each office shall be voted on separately by a show of hands while the nominees wait outside of the meeting room. The nominee receiving the highest number of votes shall be elected.

Section B. Term of office. All officers shall serve terms of one (1) year commencing on the first day of the month following their election. No member may hold the office of president for longer than two (2) consecutive years.

Section C. Duties.

1. Duties of the **President**. The President shall be the chief executive officer of the Club and shall preside at all meetings of the Club. The President shall call such meetings as are deemed necessary. It shall be his or her duty to exercise general supervision over the activities and welfare of the Club officers and Board of Directors relative to matters of policy.
2. Duties of the **Vice-President**. The Vice-President shall, in the absence of, or during the incapacity of the President as determined by the Board of Directors, perform all duties, and assume all responsibilities of the President until the Board of Directors shall revoke such authority.
3. Duties of the **Secretary**. The secretary shall keep minutes of the general membership meetings, and Board of Directors meetings. He or she shall keep the membership roster, and shall perform such other duties as may be assigned by the President and Board of Directors.
4. Duties of the **Treasurer**. The Treasurer shall be responsible for the maintenance of an appropriate bookkeeping system. He or she shall receive and have custody of all Club funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club. He or she shall prepare and furnish, monthly and annually, financial reports to the Board. The Treasurer shall make the Club

books available to any member for inspection at any reasonable time, but shall not permit books to be taken from the office of the Treasurer without the consent of the Board of Directors.

5. Duties of the **Operations Officer**. The Operations Officer shall be an FAA licensed instructor pilot, if available, and shall direct the flying activities of the Club, be responsible for aircraft scheduling, flight and ground training programs and coordinate the instructor pilot activities. He or she shall be responsible for planning and implementing a comprehensive ground and air-training program. He or she will assign each student to an instructor and may act as a check pilot prior to the student's check ride. He or she shall establish, with the approval of the Board of Directors, rules concerning the flying activities of the Club and shall be charged with enforcement thereof.

6. Duties of the **Maintenance Officer**. The Maintenance Officer shall be an FAA licensed A&P, if available, and shall be responsible for maintaining each aircraft in airworthy condition. He or she shall be responsible for all the maintenance records and all papers required to be carried in the aircraft. He or she shall originate and supervise all inspections and major overhauls of each aircraft and insure the compliance of all applicable Federal Aviation Regulations. He or she may appoint Club members who are qualified to assist in his or her maintenance duties.

7. Duties of the **Immediate Past President**. The Immediate Past President shall be a voting member of the Board of Directors and it shall be his or her function to counsel and to serve in an advisory capacity to the President.

8. Duties of the **Board of Directors**. The Board of Directors shall have charge of all management, organization and policy matters, shall protect and safeguard the Club's interest and welfare, and shall have these specific duties and authority:

- a. To determine initiation fees, monthly dues and flying charges.
- b. Determine proper compensation for mechanics, instructor pilots, and other members performing services for the Club.
- c. Establish rules and regulations and enforce the same unless disapproved by the membership.
- d. Fix penalties for violations of Club rules, By-Laws, and good flying practices.
- e. Investigate accidents and incidents involving Club property.
- f. Expend the funds of the Club and obligate the Club for goods and services as provided in the By-Laws.
- g. Review and amend the Operations Manual as needed by a majority vote of the Board.

ARTICLE III: MEETINGS

Section A. Regular Meetings.

Monthly meetings of the Club shall be held at such time and place as designated by the Board of Directors. All members are encouraged to attend monthly meetings for the benefit of safety and operational reviews and updates.

Section B. Special Meetings.

Special meetings may be held at any time upon authorization of the President or the Board of Directors.

Section C. Board of Directors Meetings.

Monthly meetings of the Board of Directors shall be held at such time and place as designated by the President and Board of Directors. A simple majority of the Board of Directors is necessary for a quorum.

ARTICLE IV: FINANCES

Section A. General.

It is the responsibility of the Board of Directors to maintain the Club on a financially stable, self-supporting basis. No officer or member can obligate the Club except as provided by these By-Laws. No monies or assets of the Club may be distributed among or to any of the members of the Club except upon dissolution or as otherwise provided by these By-Laws.

Section B. Financial Authority.

1. The Treasurer of the Club shall have authority to obligate or expend Club funds for normal operating cost up to \$2,500 for any one-time expenditure.
2. The Board of Directors will approve all expenditures of the Club between \$2,501 and \$15,000 for normal operating cost.
3. Any obligation of \$15,000 or more, and any purchase of new equipment costing \$15,000 or more, must be approved by a majority of the active members present and voting at a regular or special meeting of the Club, provided the purchase or sale of an airplane shall be governed by paragraph 4, below.

4. Any proposal to sell, purchase or lease an airplane shall be submitted in writing to a regular monthly meeting of the Club. Thereafter the Secretary shall furnish a copy of the proposal, together with an absentee ballot, to each member by U.S. Postal Service or electronic communication not less than fifteen (15) days before the next regular monthly meeting, and the proposal shall be voted upon at said meeting. Any proposal to sell or purchase an airplane shall be adopted if approved by two-thirds (2/3) of the active members of the Club present and voting, or voting by absentee ballot, at a regular or special meeting of the Club.

Section C. Insurance.

The Board of Directors shall provide for insurance on all airplanes protecting the Club against liability for personal injury or property damage to third persons, and providing hull insurance on said airplanes.

Section D. Damage to Club Property.

1. In the event of damage to Club property, the Board of Directors shall make a prompt and thorough investigation of the incident, and shall determine the cause and extent of damage. If the damage was caused by
(a) negligence,
(b) violation of any Federal Air Regulation, and/or
(c) any rule of the Club, the member responsible shall be liable to the Club for said damages to the extent that the Club is not reimbursed for the same through insurance coverage.

2. In the event a member found to be at fault is not able to pay the said damages, the deductible amount for the repair shall be taken from the Club treasury. The account of the person at fault will be debited by this amount, and action will be taken to recover the amount from the person.

Section E. Monthly Charges.

The Treasurer shall, on or before the 10th day of each month, deliver to each member a statement of the dues for the month and the charges incurred by the member in the preceding month. In the event the amount shown on said statement is not paid on or before the last day of the month, the member's flying privileges will be suspended and the following procedure shall apply:

1. The Treasurer will be responsible for providing the Club member via U.S. Postal Service or electronic communication a letter stating that flying privileges have been suspended, the amount the member has outstanding, and the period under consideration.

2. The Treasurer will be responsible for notifying the Club President and Operations Officer of the action taken in subparagraph (a) above.
3. The Operations Officer or his or her designee will be responsible for placing in the scheduling system a block on those members delinquent in payment resulting in loss of flying privileges.
4. The delinquent member automatically becomes inactive if payment has not been received by the 15th of the second month following notification of flying suspension. Notification of this action will be submitted to the delinquent member in writing by the Club President.
5. After receipt of payment and bank clearance, the delinquent member can, at his request, be placed in line with other applicants to be processed and be voted on in the same manner as prescribed in the Club By-Laws.
6. The delinquent member will be reinstated with all Club privileges after receipt and bank clearance for all outstanding funds, provided it is received prior to the last day of the second delinquent month.
7. The Board of Directors is hereby empowered and authorized to make an exception in delinquency cases where investigation shows circumstances, which in the Board's opinion, are extenuating.

ARTICLE V: DISSOLUTION

Section A. Procedure.

A proposal to dissolve the Club must be submitted in writing to a regular monthly meeting and must bear the signatures of not less than ten (10) active members. If said proposal is in proper order, the Board of Directors shall direct the Secretary to furnish a copy of the proposal, together with a ballot, to each active member by U.S. Postal Service mail or electronic communication not less than fifteen (15) days before the next regular monthly meeting. Members may cast their ballots in person, via U.S. Postal Service mail or via electronic communication to the secretary at or before the next regular meeting, and need not be present at the meeting to vote. The ballots shall be counted at said meeting. The proposal shall be adopted if approved by three-fourths (3/4) of the active members.

Section B. Liquidation.

Upon dissolution, the Board of Directors shall be designated as trustees, and shall marshal all assets of the Club, liquidate the same by sale at fair market value, and from said proceeds pay all obligations of the Club. Any money remaining after payment of debts shall be distributed equally among the active members.

ARTICLE VI: AMENDMENTS

A member desiring to amend these By-Laws shall submit his or her proposal in writing to a regular meeting of the Club. Thereafter, the secretary shall furnish a copy of the proposed amendment to each member by U.S. Postal Service mail or electronic communication not less than fifteen (15) days before the next regular monthly meeting.