

172 Fayette, Inc

By Laws

Amended May 2009

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Article A: Purpose

The purpose of the Corporation, referred to as the Club shall be:

- 1) Promote the interest in and public appreciation of aviation in all respects.
- 2) To provide aviation education for it's members and the general public.
- 3) To provide a well equipped safe, reliable aircraft pleasure and instruction.

Article B: Membership Classes and privileges

Section 1 Classes of membership

- A) Active member – A member who shall be entitled to all rights and privileges of the Club.
- B) Inactive member - A member entitled to the same rights and privileges as an active member except for the operation of Club assets. The inactive member may accrue equity in ownership of Club assets.
- C) Suspended member – A member who is denied all rights and privileges of the Club.

Section 2: General Rights and Privileges

Each member shall share the same rights and privileges with other members of the same class the rights, privileges and obligations.

Section 3: General Qualifications

Membership into the Club shall be open to all who share an interest in aviation and purposes of the Club. To be eligible to fly Club assets, the member shall hold at least a student pilot certificate and meet all current FAA regulations regarding flying qualifications.

Section 4: Application process

Application for membership shall be by signed, written application using the approved form supplied by the Club. All applications must be filed with the Club Secretary.

Section 5: Table of Classes, Deposits, Dues and Rates

A table containing membership classes, numbers per membership class, rights, privileges, deposits, dues and rates shall be published in the Flying regulations and operating rules for the Club. This table shall be revised as necessary by the Secretary following the BOD approval and distributed to all Club members.

Section 6: Classes of membership, Rights, Privileges, Qualification and special considerations

- A) **Active member** – Each active member shall have equal rights, privileges & obligations. Each active member shall be entitled to participate in all Club activities, whether flying or otherwise, on an equal basis with every other active member. An active member has full voting rights, receives all Club mailings. Active members must be qualified under Article B, Section 3. Only designated training aircraft may be operated by student pilots properly certified.
- B) **Inactive member (in good standing)** - Each inactive member in good standing is one who is a member not currently holding a current medical or flying certification and does not operate club assets. To maintain “good standing” within the club, an inactive member is required to pay the monthly maintenance fee and thus is building equity ownership in the club assets. An inactive member in good standing will have full and equal voting rights, receive all club communications and may hold a club officer position.

- C) **Inactive member (not in good standing)** - Upon the majority vote of the BOD and due to extenuating circumstances (determined by the BOD) an inactive member may be given a waiver from having to pay the monthly fee. When this occurs the non-paying inactive member does not continue building equity in club assets & may not hold a club officer position.
- D) **Suspended member** - Any member active or inactive may be, by the majority vote of the BOD be placed on a suspended membership. A suspended member loses all regular membership rights & privileges, granted to active and inactive members. Any member suspended from active or inactive membership must surrender all access to the club assets, office, hangers, etc. Reasons for suspension may be due to violation of club operating rules, lack of payment of required club dues, fees.

Article C: Meetings and quorums

Section 1: Quorum

The number of members (active & inactive) equal to ½ of the total membership present at the time of a vote shall constitute a quorum for transaction of Club business. The term business shall mean elections, buying/selling Club assets, improvements and other matters of distinct importance.

The quorum for an impeachment vote will be equal to 75% of total active membership.

Section 2: Annual meeting (Election meeting)

The annual meeting at which all Club officers are elected shall be held on a designated date, at a designated location determined by the BOD and mailed to all members by the Secretary in January. The notice of the election meeting shall be made no later than 5 days prior to the meeting date by the Secretary, a quorum must be present. There will be an open nomination process for the nomination of candidates for Club officers, any active member in good standing can be nominated for a Club officer position.

Section 3: Regular meetings

Regular meetings shall be held at such time and place as determined by the BOD, for the handling of all Club business. A quorum must be present.

Section 4: Special meetings

Special meetings may be called by the President or in the President's absence the Vice President upon the request of at least 5 members of the Club. Notice shall be made of any such special meeting no later than 5 days prior to the date, a quorum must be present.

Section 5: Voting

All active & inactive members shall have equal right to vote on any business item, one member one vote. This may include election of officers, business transactions, or any other motion brought to the attention of the members attending the meeting. A quorum must be present for a vote to be valid. (Article C, Section 1)

All members are encouraged to attend any called meeting for the purpose of casting a vote on a decision. Absentee voting shall be allowed as long as the member who will be absent from the meeting notifies the Secretary of the Club and one other club officer by any approved means of communication E.g. email, telephone, etc. The member voting in this manner must have all information pertaining to the question being voted on. This form of voting is not the preferred method of casting a decision, but will be allowed for extenuating circumstances.

Section 6: Board of Directors meetings

The BOD shall meet as often as necessary, or as determined by the BOD and no later than one week prior to the annual meeting or regular called meeting of the Club. Any votes of the BOD shall consist of a simple majority of the BOD in attendance.

Article D: Officers & Board of Directors

Section 1: Officers

There shall be five officers of the Club; President, Vice President, Secretary, Treasurer and Safety/Operations officer. All officers shall be elected by a quorum of the active & inactive membership.

Section 2: Board of Directors

Only active or inactive members in good standing may be elected as officers of the Club BOD.

Section 3: Authority

The BOD shall have full authority to act on any matters concerning the Club except those specifically excluded in the Bylaws. The BOD shall not be held liable, for any decisions that are made on behalf of the Club, when those decisions are using sound judgment, knowledge or experience. Those actions requiring a vote of the Club are in Article H, Section 2 & Article M, Section 2. All obligations of the Club shall be presented to & approved by the BOD.

Section 4: Impeachment

A 75 % majority vote of active and inactive members is required to impeach a Club officer. The chairman of the impeachment proceeding shall not be an elected Club officer but shall be an active member, elected by the membership. The chairman shall be elected at the regular or special meeting present, called by a current Club officer who is not being impeached.

Section 5: Vacancy

If there is a vacancy of a Club officer position, the BOD shall appoint an active member to fill the vacancy until a special meeting can be called, at which time a new officer will be elected from the active membership. If the vacancy can not be filled within 60 days by the membership than the appointment shall stand as is for the remainder of the term.

Article E: Designation of Officers and Duties

Section 1: Duties of President

- a) Preside over all meeting of the Club & BOD.
- b) Appoint committee chairman with BOD approval.
- c) Sign all acts or orders necessary to carry out the business of the Club.
- d) Cast the deciding vote in cases of a tie on any question or motion.
- e) Represent the Club to any and all outside persons or organizations when necessary.

Section 2: Vice President

- a) Assume all duties of the President in their absence.
- b) Plan club activities and programs for regular and special meetings.
- c) Monitor the inspections and maintenance of the Clubs assets & make recommendations to the BOD for corrections.

Section 3: Secretary

- a) Record all minutes from regular and special meetings of the Club.
- b) Record all minutes of the BOD meetings.
- c) Call a meeting to order in the absence of the President and Vice President.
- d) Preserve all records, reports & documents of the Club except those specifically assigned to others.
- e) Carryout all official correspondence of the Club.
- f) Keep an up to date list of all members' addresses, numbers, and admission records.

g) Give all notices required by law and all notices specified in the Bylaws of the Club.

Section 4: Treasurer

- a) Receive, receipt for, record & disburse Club monies. All checks must be co-signed by another member of the BOD.
- b) Render a current financial report monthly to the membership and at each business meeting.
- c) Keep an accurate account of the all Club finances, prepared and ready for inspection by the officers or any committee of members appointed for that purpose.
- d) At the expiration of the term of Treasurer, deliver all books, papers and property of the Club in hand, together with any monies and rights of the Club, to the President who shall convey them to the successor.

Section 5: Safety & Operations officer

- a) Review, observe, and make recommendations to the BOD for modification of the Club operating procedures.
- b) Assist the Vice President in monitoring the inspection, maintenance and flight operations of the Club assets.

Section 6: Other appointments

The BOD will have the authority to appoint active members to any position deemed necessary to adequately conduct the business and responsibilities of the Club related to Club assets or duties. Examples of these appointments are E.g. Assistant Safety officer, Chief Maintenance officer, assistant maintenance officer, etc.

Article F: Duties & Responsibilities of Members

Section 1: Duties

Club members shall exercise caution and safety in flying, they shall observe and comply with all local, state, and federal flying rules, regulations and codes. Members shall also comply with the flying regulations and operating rules of the Club. This document, distributed to the members is a separate document from the Bylaws.

Section 2: Responsibilities

Club members are expected to pay dues, assessments, and rates promptly; take an active role in the operation of the Club, by attending meetings and conducting themselves in a fitting manner at meetings and on the flying field; be alert to and mindful of the Clubs interest and work towards maintaining a full Club membership.

Article G: Operating Rules

Section 1: Authority

The Club shall establish and maintain Operating Rules covering general information, responsibilities, scheduling, maintenance, and finances.

Section 2: Changes

Operating rules may be amended as necessary and approved by a majority vote of the BOD. All modifications to the operating rules must be ratified by the Club membership under procedures detailed in Article O, section 2.

Article H: Flying Regulations

Section 1: Authority

The Club shall establish and maintain flying regulations, which shall be binding upon all members who fly Club aircraft.

Section 2: Changes

Flying regulations may be amended as necessary and approved by a majority vote of the BOD. All modifications to the flying rules must be ratified by the Club membership under procedures detailed in Article O, section 2.

Section 3: Emergency regulations

The BOD shall have the authority to establish by majority vote of the BOD any emergency regulations and place them in use upon the approval of the BOD. Any emergency regulations will be temporary until they can be ratified by the club membership under Article O, section 2.

Section 4: Statement

All members shall sign a statement indicating that they have read, understand and will conform to the Club bylaws, flying regulations and operating rules as established by the Club. The statement is detailed in Article P.

Article I: Deposits, dues, fees, and assessments

Section 1: General

The Club shall be operated on a nonprofit, expense sharing basis.

Section 2: Deposits

All members shall pay an initial deposit in an amount determined by the BOD and set forth in the flying regulations and operating rules.

Section 3: Dues

All membership classes shall pay the monthly dues as determined by the BOD and set forth in the flying regulations and operating rules. A fee, set by the BOD will be levied for any late payment.

Section 4: Fees

Fees for the use of any Club assets will be established by the BOD and set forth in the flying rules and operating regulations.

Section 5: Assessments

The BOD may by unanimous vote, may whenever they deem necessary levy special assessments not to exceed an amount equal to one month dues against active and inactive members to meet current expenses. Assessments greater than the one month dues per calendar quarter shall require approval by majority vote of the members present at a regular, special or annual meeting.

Article J: Indebtedness

Members are expected to pay monthly dues, rates, and special assessments within 15 days of receiving the statement. Failure to do so can result in suspension of the right to operate Club assets in the opinion of the BOD that the member has been a frequent offender.

Article K: Suspension & Expulsion

Section 1: Suspension

A member may be suspended for up to 60 days from all rights and privileges of Club membership by majority vote of the BOD when in its opinion; the member has failed to pay required dues for 60 consecutive days, fees, rates and assessments in accordance with Article J. After 6 months, a suspended member must be returned to full in good standing status or expulsion procedures as described in Article K, Section 2 must be carried out. Any member placed on suspension must surrender their access to all club assets.

Section 2: Expulsion

A person of any class membership may be expelled from the Club when in the majority opinion of the BOD and in the majority opinion of a quorum as outlined in Article C, Section 1. Expulsion shall be determined by the majority vote of the voting members present at any regular, special or annual meeting. Expelled persons forfeit all membership rights and privileges in the Club and remain responsible for all indebtedness to the Club. Members being considered for expulsion shall be notified not less than 5 days prior to the date of the vote on expulsion.

Article L: Resignation

Section 1: Conditions

A member may request resignation at any time by submitting, as soon as practicable, written notice to the BOD. Resignations will be effective within 90 days from the date of acceptance of said resignation by the BOD.

Section 2: Refund of Deposit

A member in good standing will be refunded 80% of their membership deposit if that member has been active for at least 1 year. Any charges or assessments due the Club on the effective date of resignation shall be subtracted from the refund. A fifty dollar fee will be assessed for the failure to return all keys, and or other club assets when resigning.

a) Refunds will be paid no later than 6 months of the effective date of resignation

Article M: Liability of Membership

Section 1: Liability insurance

The Club shall at all time's carry property damage and public liability insurance on it's assets to protect the Club as a corporation and its individual members against liability actions, suits, for damage, or judgments of third persons. The insurance shall be adequate in the judgment of the BOD.

Section 2: Airframe insurance

Hull insurance against ground and flight damage shall be secured by the Club to the extent deemed necessary by the BOD, subject to approval by a majority vote of a quorum of members present at time of vote.

Section 3: Misconduct

If in the opinion of the BOD an accident is caused by willful violation of FAA regulations, local regulations, Club rules or regulations, the member at fault shall be responsible for the deductible portion of the damages as well as any damages not covered by insurance.

Section 4: Carelessness & Negligence

A member is liable to the Club for any damages sustained by the Club resulting from the members own willful carelessness, negligence, or flagrant disregard in operation of any Club assets, which are not covered by the Club insurance. The BOD may use their experience, knowledge or any third party standards, regulations or investigative resources to determine the degree of misconduct. In the event that a member is found at fault and is not able to pay the total damages for which they are responsible, the balance of repair or replacement shall be paid in full or in part from the offender's membership deposit. The member shall remain responsible to pay the remaining balance. Flying privileges shall be suspended until full payment is made and the membership deposit has been reestablished. The BOD reserves the right to suspend by majority vote the offender for up to 60 days.

Section 5: Accident Investigation

The BOD has the responsibility and authority to investigate accidents, penalize members for violations of good flying practices and expel said member for unsafe operations of Club assets.

Article N: Property

Section 1: Title

All property, both real and or personal shall be in the name of the Club.

Section 2: Dissolution

Should the Club be dissolved, each member both active and inactive shall be entitled to an equitable share of the Clubs assets. All classes of members shall be entitled to a full share; based upon time in months paid divided by total membership time in months.

Article O: Amendment & ratification

Section 1: Amendment

The Bylaws of the Club may be amended by a majority vote of a quorum as detailed in Article C. Section 1, at a meeting of the members. The Bylaws shall not be amended unless the proposed amendment (s) were read at a previous meeting and distributed to all active and inactive members not less than 5 days prior to the meeting at which the vote is to take place.

Section 2: Ratification

Any changes to the Club Flying Regulations and Operating Rules shall be ratified by the majority vote of the membership detailed in Article C, Section 1 at a meeting of members.

Article P: Statement

Our signature hereon indicates that we the duly elected officers have read understand and agree to conform to these Bylaws of the 172 Fayette, Inc Flying Club.

_____(Signature)
_____(Signature)
_____(Signature)
_____(Signature)
_____(Signature)

_____ (Date)

Return to: Secretary 172 Fayette, Inc.

850 Airport Road
La Grange, TX. 78945

Article Q: Statement

My signature hereon indicates that I, as a member of the 172 Fayette, Inc., have read understand and agree to conform to these Bylaws of the 172 Fayette, Inc Flying Club.

_____ (Signature)

_____ (Date)