

ARTICLE I – R.A. MARSH FLYING CLUB, LLC

Section 1: The name of the organization shall be the R.A. Marsh Flying Club, LLC, hereinafter referred to as the Club.

ARTICLE II – AUTHORITY AND PURPOSE

Section 1: The purpose of the Club is to provide its members with social co-mingling, recreation education in the art of flying aircraft, to provide education in flight safety, to support general aviation and to encourage the use of general aviation aircraft by pilots and non-pilots alike, to support and encourage the use of general aviation aircraft by the public for both business and pleasure, to encourage members and non-members to become active pilots and to improve and enhance their pilot skills and training, and to provide general aviation aircraft to members with the corporation at a non-profit rate. It being intended that said Club shall provide its members with the above without any monetary gain or profit to any of its members.

ARTICLE III – MEMBERSHIP, CLASSIFICATION, AND PRIVILEGES

Section 1: Membership will be on a voluntary basis and classified as Charter, Active, Associate, Suspended and Honorary.

Section 2: A Charter Member is one who has founded the Club as of December 01, 2009 and is currently an active member.

Section 3: An Active Member shall be considered one who has been favorably voted on by the Board of Directors and who is not under suspension. He or she shall be tendered all privileges and benefits within the power of the club to bestow.

Section 4: A Suspended Member shall be considered as one who has been temporarily denied all the privileges of membership in the Club by majority action of the Board. Suspension shall begin on the first day of the month following the month in which the bill was presented and continue until such time full payment is received, or thirty days, whichever comes first. At the end of this thirty-day period, where full payment has not been received, the member will be considered terminated, and the Board will send the member a **Notice of Termination**, whereas legal means of collection will commence. **NOTE:** if a true financial hardship exists with a member, he or she should contact a Board member with the details of said hardship to see if satisfactory arrangements can be worked out to retain membership and/or fulfill the member's financial obligation. The full Board is required to review these details and decide by vote to allow an alternate method of payment, or allow the member to resign and fulfill his financial obligation by approved means. Whichever occurs, dues and penalties will continue to be charged.

Section 5. An Associate Member shall be considered as one who has been favorably voted on by the Board of Directors and shall be entitled to all privileges and benefits within the power of the club to bestow, except those of operating club aircraft and voting. Associate Members shall be subject to all

Rules and By-laws of the club. Associate Members will be obligated to the Club financially at current membership rates as established by the Board for Associate Membership rates.

Section 6: An Honorary Member shall be one who has favorably voted on the Board of Directors and shall be entitled to all privileges and benefits within the power of the Club to bestow, except those of operating Club aircraft and voting. There are no fees or dues for this membership. An Honorary Member will be chosen once per year.

ARTICLE IV – MEMBERSHIP APPLICATIONS, RESIGNATIONS, AND EXPULSIONS

Section 1: The number of Active members shall be limited at the discretion of the Board, based on the amount of equipment and the average time the equipment is in use, so as to allow reasonable use by each Active member without undue restrictions.

Section 2: Applications for the membership shall be addressed to any member of the Board of Directors, who shall, not later than the next regular membership meeting, bring them to the attention of the Board for action. Membership shall be effective upon the favorable recommendation by the Board.

Section 3: Upon approval of the application by the Board, the appropriate officer shall put the name of the applicant on an active or waiting list.

Section 4: Resignations shall be addressed to the President who shall, not later than the next regular membership meeting, bring them to the attention of the Board for action.

Section 5: Upon approval of the Board, resignation shall become effective immediately but in no event before all money due the Club shall have been collected.

Section 6: For cause, the Board may discontinue an individual's membership. Termination shall take place immediately upon such action by the Board. All monies owed the Club will be due immediately or legal means of collection will commence.

ARTICLE V: - OFFICERS AND BOARD OF DIRECTORS

Section 1: The officers of the Club shall be a President, Vice-President, Secretary Treasurer, and Maintenance Safety Officer. The Board of Directors shall consist of the Club officers.

Section 2: An officer of the Club or Board member may be removed for cause by a majority written vote of the Active membership.

Section 3: The board shall have the authority to act on any and all matters concerning the Club, or as otherwise specifically provided for by the By-Laws or other regulations of the Club except in the instance of the purchase or sale of an aircraft (Club owned) which must have a favorable vote from the general membership.

Section 4: In the event of a vacancy on the Board, the remaining Board members shall appoint a temporary officer to serve until a special election can be held to fill the vacancy. If a permanent officer

is not elected within sixty (60) days after the vacancy occurs, the temporary officer shall automatically become permanent officer for the remainder of the unexpired term.

ARTICLE VI: QUORUMS AND MEETINGS

Section 1: The quorum for all membership meetings shall be at least one-third of the membership, including a total of at least ½ or 50% of the officers and or Board members.

Section 2: In order to promote social co-mingling, recreation, and education in the art of flying a quarterly membership meeting shall be held at a time and place to be determined by the Board. Special called meetings may also be held at the request of the President and/or the request of a quorum of the board. A called membership meeting may also be held upon the written request of one third of the membership.

Section 3: For the purpose of all called meetings, all members shall be notified, if possible of the time, place and subject matter of the meeting at least two weeks in advance, and only that business for which the meeting was called will be transacted.

Section 4: There shall be one annual meeting of the general membership for the purpose of electing officers. This shall be the final regular meeting of the calendar year.

Section 5: Board meetings shall be held at the discretion of the Board or may be called at the discretion of the President.

Section 6: All general membership meetings shall be governed by Robert's Rules of Order, and minutes with attendance will be taken at all such meetings.

ARTICLE VII – DUTIES OF OFFICERS AND MEMBERS

Section 1: It shall be the duty of all officers to conduct the activities of the Club in an efficient manner, serve on the Board of Directors, and safeguard the interests of the club at all times.

Section 2: The President shall:

- (a) Be the chief executive of the Club and Board of Directors.
- (b) Execute in the name of the Club all certificates of membership contracts, and instruments, other than checks, following their approval by the Board.
- (c) Insure the compliance of appropriate directives in all areas of Club operation.
- (d) Have access to all Club records.

Section 3: The Vice-President shall: act as President in the absence of the President, have complete charge of all elections in the absence of the President. In the event of the absence of both the President and Vice-President, at any regular or special meeting, a chairman shall be selected in accordance with the sequence of officers listed in the Constitution. He shall also assist the other officers in their duties, as necessary, and prescribed by the President.

Section 4: The Secretary shall keep the minutes of the general meetings and the meeting of the Board, serve notice of all called meetings, handle Club correspondence, disseminate pertinent information to all Club members, and perform other appropriate duties as prescribed by the President, subject to the approval of the Board. The Secretary shall also maintain a reference file of all pertinent regulations and directives for the Board and other members of the Club.

Section 5: The Treasurer shall receive all Club money and maintain a Club account in a federally insured depository, make all authorized disbursements, make a monthly and annual report of all his official transactions, make recommendations to the Board in the best interest of the Club, and perform all other duties that properly pertain to his office.

Section 6: The Maintenance Officer shall originate and supervise all tests, inspections, and major overhauls of each Club aircraft in the accordance with FAA regulations, performing such work as he is able to do within FAA regulations, his own ability and discretion, for the benefit of the club from the view point of safe operation. He shall also maintain the proper maintenance records, be responsible for all papers required to be carried in the aircraft, and report monthly to the Board the status of all Club equipment. He shall be responsible for notifying the Board of any aircraft advisories, A.D.'s, etc. He shall review each aircraft's squawk log on a daily basis, and take prompt action to confirm and correct any listed problems by performing the work himself, or contracting with other qualified personnel. He shall be authorized monthly expenditures up to a maximum of \$500.00 for necessary maintenance or repairs on Club aircraft or equipment unless otherwise specifically authorized by the Board.

Section 7: The Chief Instructor shall direct flying activities of the Club, be responsible for the clearance of aircraft in conformity with Club, airport and FAA regulations. He shall be responsible for the planning and implementing of a comprehensive ground and flying safety program. He shall also ascertain each member's flying status, and insure each member meets all Club and FAA regulations before using Club aircraft. He will do the same for any CFI's to be used to train members in Club aircraft.

Section 8: The duties of the Board shall be to attend all meetings and act on all matters of policy to determine the initiation fees, monthly dues, and flying charges; to act in a judicial capacity on violations of Club rules; to investigate accidents; penalize members of the Club for violation of good flying practices; to have power of expulsion for unsafe operation; to protect the Club's interests and safe-guard its welfare; to submit its findings and recommendations to the general meetings for approval; and to audit the records and testify thereto.

Section 9: The duties of members shall be to attend all meetings; to conduct themselves in a proper and fitting manner; to uphold the dignity of the Club at meetings and on the flying field, to be alert and mindful of the Club's interest; to exercise caution and safety in flying; and to observe all Federal Aviation Administration, State, Local, and Club flying rules and regulations.

ARTICLE VIII – VOTING

Section 1: Active members only shall be allowed to vote on any matter requiring a vote and they shall be entitled to one (1) such vote.

Section 2: To effect passage of any resolution requiring a vote, a quorum must be present (See Article VI, Section 1) and a majority vote of those present must be received.

Section 3: All Board matters requiring a vote, must have a Board quorum of at least two thirds Board members. A two thirds in favor is required of that quorum to effect passage of a vote.

ARTICLE IX – FINANCES

Section 1: Financial stability on a self-supporting basis will be a prime responsibility of Club officials. Initiation fees; membership dues; rental fees; and other financial assessments shall be determined by the Board. No member can obligate the Club except as set forth in these By-Laws and other regulations of the Club.

Section 2: The Treasurer shall have the authority to obligate or expend funds for normal operating costs of the Club and for one-time obligations or expenditures up to \$500.00.

Section 3: In the event of damage to any equipment of the Club, the following specific rules shall apply except when provided for elsewhere in the Club regulations.

- (a) If any accident caused through violations of Federal Air Regulations or local regulations, the member at fault shall be responsible for the uninsured portion of the damages. (Example: deductible insurance).
- (b) Any member is liable to the Club for any damage resulting from his own carelessness or negligence.
- (c) In the event the person at fault is not able to pay the total charges, the balance of repair costs shall be taken from the Club treasury. The account of the person at fault will be charged for this amount, and action will be taken to recover this amount from the person, if deemed necessary by the Board.

Section 4: No member of the Club shall make purchases in the name of the Club except as authorized by the Board.

Section 5: Any member of the Club finding it necessary to purchase parts or to have any repair work performed on the equipment of the Club, in an emergency or during a cross-country flight, may do so in his own name, upon presentation of a properly receipted bill for such sales and/or service, he shall be reimbursed or given credit by the Treasurer.

Section 6: The Secretary and the Treasurer shall be paid a fee as agreed upon by the Board.

Section 7: Any member who has not paid their bill in full by the first day of the month following the month in which the bill was presented shall be considered suspended. If, by the end of the month, the member has not paid all monies, or the member has not made other arrangements with the Board, the member will be terminated, and legal means of collection will commence. The Board will notify the member in writing of such termination.

Section 8: An audit of the Club's financial records will be made at any time deemed necessary by the Board.

Section 9: Initiation fees of all members shall be payable when application for membership is

approved. Each member shall share monthly dues, in an amount to be determined by the Board subject to two-thirds approval of the general membership present and voting. The amount shall be sufficient to cover costs and operation expenses. The Board shall set rates to be charged for flying time sufficient cover cost of operation, maintenance and repairs.

Section 10: Regarding any purchases made by the Club in excess of \$500.00, the Board members must approve the purchase agreement.

Section 11: All checks must bear the signature of the Treasurer whose name appears on the bank signature card, withdrawal slips must be signed by the Treasurer and one other Board member whose name appears on the signature card. In the necessary absence of the Treasurer, check and withdrawal slips may be signed by the Vice- president and counter signed by the President.

Section 12: All instruments required by law to be in writing shall be executed by the President and Secretary of said Club and only after the express approval of the Board of Directors.

ARTICLE X – LIABILITY

Section 1: Adequate and proper insurance shall be carried at all times on all Club aircraft to protect the membership from liability. No expenses or obligations whatsoever shall be incurred by members of this Club, except as incurred and set forth in the By-Laws and Regulations.

ARTICLE XI – DUES AND FLYING RATES

Section 1: Monthly dues as fixed by the Board of Directors will be paid by each Active, Associate, and Suspended member. Appropriate dues shall be payable upon receipt of statement, and will be considered to be delinquent on the first of the following month.

Section 2: The rates for flying time shall be established by the Board for each type aircraft. Flying fees shall be payable monthly, upon receipt of statement, and will be delinquent on the first of the following month.

Section 3: For the purpose of these By-Laws and other regulations, any flight during which a Club aircraft is away from the home field for a period exceeding two (2) hours or beyond a radius of 50 miles, shall be deemed a cross-country flight.

Section 4: A minimum charge equal to the cost of two (2) hours flying time shall be paid for each twenty four (24) hours duration of all cross-country flights. This amount may be applied toward the total time flown on cross-country flights. No minimum charge shall be made for a period for which a member presents evidence satisfactory to the Board that flying was prohibited during that period during by inclement weather or by circumstance beyond the pilot's control.

Section 5: Initiation fees, dues, or flight rates may be paid by cash or check only. A member becomes delinquent on the first day of the month following the month in which the bill was presented. A penalty of (10%) percent will be added to the bill each successive Month (10% of the delinquent amount) until the bill is paid. Instruction charges are to be handled between the member and the flight instructor. A \$20 fee will be charged for each insufficient fund check.

Section 6: Associate members wishing to become Active members may do so by paying the difference between the current initiation fee and the amount of dues they have paid during the period of time they have been listed as Associate members. The Associate member should complete any applications, forms, and etc., necessary to become an Active member in order to be approved by the Board and placed on the application/waiting list.

Section 7: Members shall be reimbursed for fuel expenses away for GA2 at the current GA2 fuel rates. Members should turn in fuel receipts promptly. NO RECEIPT, NO REIMBURSEMENT!

ARTICLE XII – REVISION OF ASSESSMENTS

Section 1: Upon the recommendations of the Treasurer, such recommendations being based on the actual operating costs of the club, the Board may revise any fees, dues, assessments, flying rates, etc.

ARTICLE XIII – FLYING REGULATIONS

Section 1: Flying regulations and any other regulations deemed necessary shall be adopted by the Board of Directors and shall have the same force and effect as if published as a part of these By-laws. It is mandatory that all members comply with such regulations or face expulsion action.

ARTICLE XIV – MISCELLANEOUS

Section 1: Each member of the Club shall have agreed in writing to observe and abide by all regulations of the Club and to acquaint himself thoroughly with the local field rules of any and all airport or strips where the Club equipment is operated. He shall be cognizant of all appropriate Federal Air Regulations and observe them if he is to continue Active membership in the Club.

Section 2: All property, including aircraft and accessories, etc. procured for the Club, shall be for the joint use of all members.

ARTICLE XV: AMENDMENTS

Section 1: These By-Laws may be altered or amended by the majority vote of a quorum at a regular or special membership meeting, provided that the proposed amendment(s) shall have been presented to the

members of the Club for at least thirty (30) days prior to the meeting at which the proposed amendment(s) is to be considered. Such amendments or changes must be consistent with existing Club regulations and will go into effect immediately, unless otherwise specifically provided.

Section 2: Any amendment or change to these By-Laws shall be attached hereto, and every member of the Club shall then receive a copy of the same.

ARTICLE XVI – DISSOLUTION

Section 1: Dissolution of the Club shall proceed in accordance with applicable State Law and other directives. Upon dissolution of the Club, three members shall be designated as trustees who shall liquidate the assets thereof, as soon as practicable, and pay all existing debts and liabilities in proportion to the final available capital. For this purpose all members in good standing will be considered equal owners in the aircraft.

ARTICLE XVII-ADOPTION

Section 1: These By-Laws will become effective immediately upon adoption by the Board; ratification by voting membership; and signed at the space provided on each sheet by the President and Vice-President as acknowledgment of the ratification.

