

# BYLAWS, Penn Yan Flying Club, Inc. September 17<sup>th</sup>, 2009

## ARTICLE I – MEMBERSHIP

1-MEMBERSHIP: Membership in the Penn Yan Flying Club (PYFC) shall be unlimited. Applicants under the age of 21 years shall secure consent of a parent or guardian. Discrimination due to minority status is prohibited.

2-INDIVIDUAL MEMBERSHIP: The classes of individual membership, and corresponding requirements and privileges, shall be as follows:

	<b>PROVISIONAL MEMBERS</b>	<b>SUPPORTING MEMBERS</b>	<b>ACTIVE MEMBERS</b>
<b>Membership Application</b>	Application endorsed by one Voting Member.	Name published in newsletter and application endorsed by three Members, including the Human Resource Officer.	Name published in newsletter and application endorsed by three Members, including the Human Resource Officer and a PYFC CFI who has flown with the applicant
<b>Meeting Attendance</b>	None required.	Must attend one meeting, work bee, or other event.	Must attend two meetings, work bees, or other events.
<b>Initiation Fee</b>	\$10, payable with application	\$100, payable with the application.	\$600. The first \$300 is payable with the application, and the remainder of Initiation Fee plus any required training material costs are payable at \$100 per month.
<b>Introduction into Membership</b>	Endorsement by one Voting Member	75% favorable vote at any Regular Meeting.	75% favorable vote at any Regular Meeting.
<b>Monthly Dues</b>	\$10 per month	\$20 per month	\$40 in CY2010, increasing \$1 each calendar year, with annual membership review as part of the budget process
<b>Flying Privileges</b>	3 Tach hours, Dual only. May continue receiving flight instruction on submittal of application for Active Membership with required fees.	None	Full privileges per PYFC Flight Rules. An applicant for Active Membership may receive flight instruction but may not act as Pilot In Command of a PYFC airplane.
<b>Voting Privileges and Elective Office</b>	None	After participation in ten Board, Regular or Special Safety Meetings, PYFC Fly-In Breakfasts, or Work Bees in any combination (must provide dates to the Recording Secretary 10 days prior to the effective date).	After participation in ten Board, Regular or Special Safety Meetings, PYFC Fly-In Breakfasts, or Work Bees in any combination (must provide dates to the Recording Secretary 10 days prior to the effective date).
<b>Other Membership Privileges</b>	None	All	All

The following Members must pay full initiation fees appropriate to membership class, but are only required to pay half the dues for the desired membership class:

- FAMILY** Spouse of a Member who is at an equal or higher membership class.
- STUDENT** Full-time student in school or college
- MILITARY** Active duty members of the US Armed Forces or those Guard or Reserve members of the Armed Forces on active duty except for Annual Training periods of less than 30 days.

3-CORPORATE MEMBERS: Any corporate entity desiring membership may apply by letter, and, if accepted by a 75% favorable vote at a Regular Meeting, exercise the privileges of a non-voting Supporting Member. The dues rate for Corporate Members is the same as for Active Members. The initiation fee is \$100.

4-LIFE MEMBERS: Any individual who has been an Active Member continuously for 25 years and who is no longer an active PYFC pilot shall, upon declaration by the President with approval of the Board of Directors, become a Life Member. Each Life Member is not required to pay dues unless he resumes flying PYFC aircraft. Life Members may enjoy all other privileges of Club membership that were held upon designation.

5-CHANGE OF MEMBERSHIP CLASS: An Active Member may change to Supporting Membership by written notice to the Member Accounts Treasurer. A Supporting Member may change to Active Membership by means of the application process defined above for new Active Members. A Supporting Member who was formerly an Active Member may return to Active Membership by written request to the Member Accounts Treasurer and with agreement of the Board of Directors. A Supporting Member changing to Active Membership must pay the difference in initiation fee, but only one time per person.

6-SUSPENSION OF MEMBERSHIP: Under extenuating circumstances, subject to approval by the Board of Directors, any Member may suspend membership for an indefinite period of time, and resume Active Membership when requested by the Member. During suspension, the Member is not entitled to any Member privileges and has no Member obligations except payment of any balance due the club. Upon termination of suspension, membership automatically resumes in the same class, dues, and voting status as before.

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7-DISCONTINUATION OF MEMBERSHIP: Upon recording of a letter of resignation, or upon majority vote of the Board of Directors and three quarters vote of the remaining Members eligible to vote present at a Special Meeting, any membership shall be terminated. Provisional Membership will be terminated by the Member Accounts Treasurer after three months of inactivity. Termination of membership requires immediate payment of balance due to the club.

8-FORMER MEMBERS: Any individual who was formerly a Supporting, Active, Charter, Voting or Associate Member who wishes to rejoin PYFC must follow the application procedure prescribed by these Bylaws, but is only required to pay a \$100 initiation fee.

### ARTICLE II - FINANCIAL RESPONSIBILITY AND OVERSIGHT:

1-FISCAL YEAR: The Fiscal Year shall be the Calendar Year.

2-ACCOUNTS: An account shall be maintained and reported monthly for each Member, including all payments and credits, and all charges and other amounts due of whatever nature. Dues are payable the first of each month. Each individual is required to maintain a credit balance in his account at all times, or to have on record a valid credit card account to which PYFC may automatically transfer charges. PYFC may suspend any privilege of any Member whose account is in arrears without notice. PYFC's failure to use any remedy on any occasion does not compromise its authority to do so on any other occasion.

3-ARREARS: Any Member who is ten days in arrears and who fails to make payments due upon thirty days written notice (monthly statement constitutes written notice) will have flying privileges revoked, and may be dropped from membership by the Board of Directors. Delinquent Account Notification will be made by Certified Mail, to last known address, with a \$25 fee added to any outstanding balance.

4-AUDITING: Following elections at each Annual Meeting, an Audit Committee consisting of two Members who were not members of the immediate-past or the just-formed Board of Directors shall be elected by the Membership. The Audit Committee shall review transactions of cash or any other thing of value for the fiscal year ending that December, and shall have full access to all relevant records. At the following January Regular meeting the Audit Committee shall report on the condition of the Club's finances for the fiscal year ending December 31st, and continue in session beyond that time if necessary to resolve any questions.

### ARTICLE III - MEETINGS

1-RULES: All meetings shall follow Robert's Rules of Order. Individual Director voting during Board meetings shall be recorded. All member voting on matters of membership acceptance, officer election, membership termination or Bylaws revision shall be by secret written ballot.

2-ANNUAL MEETINGS: There shall be an Annual Meeting of PYFC during the month of September in each year for the election of Officers and the transaction of other business. Notice of such meeting shall be given each Member per Article III, Section 5 at least 10 days and not more than 40 days before the time appointed for the meeting. All notices shall set forth place, date, time and purpose of the meeting.

3-REGULAR MEETINGS: Regular meetings shall be held on the third Thursday of each month at the Penn Yan Airport. The Board of Directors may reschedule individual meetings when circumstances warrant, with five days notice to all Members per Article III, Section 5.

4-SPECIAL MEETINGS: Special Meetings of PYFC may be called by the Board of Directors at their discretion. Notice of any Special Meeting shall be given to each Member per Article III, Section 5 along with notice as to the nature of the business to be transacted, with postmark date at least five days in advance of the meeting.

5-NOTICE: Any required notice or financial statement shall be deemed sufficient if sent by either regular US mail or e-mail to the respective last-known address of each member. Members are responsible for informing the Member Accounts Treasurer of at least one valid address of either type, and of any change thereto.

6-QUORUM: The presence of ten Members eligible to vote at any membership meeting shall constitute a quorum.

7-INSPECTORS OF ELECTION: Two Inspectors of Election shall be chosen by the Chair at any meeting at which a matter is to be voted by secret ballot. It shall be their duty to distribute, collect, and count ballots of Members qualified to vote

8-VOTING: Every Member eligible to vote shall be entitled to one vote, in person or by written proxy except as otherwise provided herein.

9-PROXIES: Written proxies shall be sent via certified mail to the Recording Secretary, postmarked at least seven days prior to the meeting for which they are to be effective. Proxies are effective for one specific meeting and any adjournments thereof.

10-ORDER OF BUSINESS: The order of business shall be as follows at all meetings of PYFC and Board of Directors:

- |                               |                           |                            |
|-------------------------------|---------------------------|----------------------------|
| 1. Calling of the roll,       | 5. Reports of officers,   | 9. Election of new members |
| 2. Proof or waiver of notice, | 6. Reports of committees, | 10 Election of officers.   |
| 3. Reading of the minutes,    | 7. Unfinished business,   |                            |
| 4. Receiving communications,  | 8. New business,          |                            |

Any question as to the priority of business shall be decided by the Chair without debate.

### ARTICLE IV - ELECTIVE OFFICES

1-BOARD OF DIRECTORS: PYFC shall be governed by a Board of Directors consisting of nine elected officers. The officers shall, upon election, immediately enter office and remain in office until their successors are duly elected or their terms otherwise terminated.

2-ELECTION OF OFFICERS AND TERMS: The Officers shall be elected at the Annual Meetings. Terms of office shall be for two years and shall be staggered as listed in Duties, Powers and Terms of Officers, below.

3 POWERS OF THE BOARD: The Board of Directors shall have the power to hold meetings at such times and places as they may think proper, to appoint committees on particular subjects, to establish PYFC fiscal policies, to audit bills, and disburse funds of the Club, to print and circulate documents and publish articles, to carry on correspondence and to communicate with other organizations interested in aviation, to employ agents, and to devise and carry into execution such other measures as they deem proper and expedient to promote the objectives of the Club and to protect the welfare of its Members.

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4-MEETINGS OF THE BOARD: Regular meetings of the Board of Directors shall be held at least monthly. Special meetings may be called by the President as he deems necessary. The Corresponding Secretary shall, at the request in writing of three members of the Board, call a special meeting of the Board, and only five days notice shall be required for such a special meeting.

5-QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a later date, not more than ten days later.

6- REMOVAL OF AN OFFICER: Should any officer be absent from three consecutive meetings of the Board without sending a written excuse acceptable to the Board, the seat may be declared vacant by the Board. In addition, any officer may be removed by either of the two processes described below:

A. **Board-Initiated Removal**—By the vote of six officers at a Board of Directors meeting, when ratified by a majority of the Voting Members present at a Special Meeting of the membership conducted per Article II, Section 4, or

B. **Membership-Initiated Removal**—By the vote of two thirds or more of the Voting Members present at a Regular or Special Meeting of the membership conducted per Article III, Section 3 or 4 when ratified by a majority of the officers other than the subject officer present at a Board of Directors meeting.

For purposes of membership voting on officer removal and notwithstanding any conflicting requirements of these Bylaws, only those Voting Members physically present may vote. The remaining officers shall fill any vacancy resulting from removal of an officer in accordance with Article IV, Section 11 of these Bylaws.

7-NOMINATIONS: The Board of Directors shall appoint a Nominating Committee at the May Regular Meeting which shall present a slate of candidates at the August Regular Meeting. This slate shall be published as part of the Annual Meeting Notice. At the Annual Meeting, each office shall be voted separately, following nominations from the floor.

8-ELECTIONS: Successors to the Officers whose terms expire shall be elected at the Annual Meeting in the order listed in Section 9. If a quorum is not present, or if timely notice has not been given, the elections shall be postponed until the next Regular Meeting, notice shall be given, and the previous Officers shall continue in office. Voting shall continue, with elimination of the candidate receiving the fewest votes, until one candidate receives a majority of the ballots cast. Any second tie vote shall be decided by coin toss.

### 9 - DUTIES, POWERS AND TERMS OF OFFICERS

**PRESIDENT:** [Term expires in even-numbered years.] The President shall chair all meetings of PYFC and of the Board of Directors. The President shall be responsible for assuring regular review of all PYFC insurance policies. He may appoint committees.

**VICE-PRESIDENT:** [Term expires in odd-numbered years.] In case of death or absence of the President, or his inability for any cause to act, the Vice-President shall perform the duties of President. The Vice-President shall chair a major annual PYFC fund-raising event.

**RECORDING SECRETARY:** [Term expires in odd-numbered years.] The Recording Secretary shall attend all meetings and keep a written record of their proceedings, keep and exercise the corporate seal, sign all documents requiring the signature of the Secretary, and maintain a record of Members eligible to vote. The Recording Secretary shall retain a file of all attendance records of meetings and events, which establish eligibility for voting privileges.

**CORRESPONDING SECRETARY:** [Term expires in even-numbered years.] The Corresponding Secretary shall maintain an up-to-date record of all members, mail the notice of Annual Meetings and Monthly Meetings and any other required notices to the membership, conduct all correspondence, and notify members of their appointment to committees.

**CASH TREASURER:** [Term expires in odd-numbered years.] The Cash Treasurer shall monitor deposits and disbursements of all monies for PYFC, administer payroll, and prepare an Annual Financial Report for the February Board Meeting. He shall maintain all bank accounts, and approve by his signature any withdrawals. The Cash Treasurer shall monitor Monthly and Annual Reports on the current status and flow of cash through PYFC. He shall work closely with the Member Accounts Treasurer. The funds, books, and fiscal records shall, at all times, be under the supervision of the Board of Directors and subject to their inspection and control. The Cash Treasurer shall be responsible for all government forms and tax returns.

**MEMBER ACCOUNTS TREASURER:** [Term expires in even-numbered years.] The Member Accounts Treasurer shall maintain records on the status of each Member's account, flying fees, dues, and any other transactions. He shall manage counter sales and report as required to the Board. He shall provide the Board of Directors with an arrears report on a monthly basis.

**AIRCRAFT MAINTENANCE OFFICER:** [Term expires in even-numbered years.] The Aircraft Maintenance Officer shall to monitor all Club-owned aircraft, log books, inspection status, and schedule required inspections. He shall see that maintenance measures are carried out in a timely manner, and ensure that required maintenance record entries are made. He shall have authority to ground any PYFC aircraft on which maintenance is due. He shall be responsible for methods and procedures used by members for the monthly cleaning of PYFC aircraft. He is not obligated to perform maintenance himself, but must see that it is properly accomplished.

**BUILDINGS AND GROUNDS OFFICER:** [Term expires in odd-numbered years.] The Buildings and Grounds Officer shall monitor all physical properties of PYFC with the exception of aircraft, and ensure compliance with environmental regulations. He shall review all proposed property changes, including member-owned hangars, prior to submission to the Board of Directors for their approval. He shall be responsible to the Board of Directors for managing hangar usage and rentals.

**HUMAN RESOURCES OFFICER:** [Term expires in odd-numbered years.] The Human Resources Officer shall check references and backgrounds of membership applicants, brief all applicants for membership as to the obligations of membership, manage all concerns relating to membership, prospective members and employees, publicity, and public relations.

11-VACANCIES: Any vacant office except one occurring during an Annual Meeting shall be filled by the Board of Directors at a meeting to be held within 30 days of the occurrence of the vacancy. An office that becomes vacant during an Annual Meeting shall be filled by nominations from the floor and the normal election process. Any office so filled shall be considered vacant at the next Annual Meeting.

12-BOND: The President and all Members who handle funds or process Member accounts shall be bonded for an amount determined by the Board of Directors.

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### **ARTICLE V - FLYING RULES**

1-RULES: All flying shall be in accordance with Federal Aviation Administration and PYFC rules. The Board of Directors and Flight Safety Board may jointly make rules that are more restrictive than FAA Rules and the Bylaws. All PYFC Flying Rules will be posted. All Flying Rules apply to all members.

2-FLIGHT SAFETY BOARD: The Flight Safety Board shall consist of three members-at-large in addition to each Certified Flight Instructor (CFI) who is approved by the Board of Directors. The Board of Directors shall determine the membership of the Flight Safety Board. It shall be the duty of each Flight Safety Board Member to:

- A. Enforce the Flying Rules of the Club to the best of his ability in the best interest of the Club,
- B. Recommend disciplinary action to the Board of Directors,

It shall be the duty of the CFI's to:

- A. Prepare and maintain a current record of members, showing status with regard to:
  - i. Medical and Pilot's Certificate and ratings,
  - ii. Aircraft in which qualified,
- B. Give check rides,
- C. Ascertain the suitability of flight conditions.

3-DISCIPLINARY ACTION: The Flight Safety Board shall have the authority to ground any Member for a period not exceeding 30 days pending resolution by the Board of Directors of any suspected infraction. Concurrence of three Flight Safety Board members shall be required for this action. Any individual PYFC Officer or Flight Safety Board member may prohibit a particular flight for reasons of safety.

4-AIRCRAFT RATES: The hourly flying rates shall be set by the Board of Directors.

5-LIABILITY INSURANCE: PYFC shall maintain liability insurance on, facilities and aircraft with limits to be determined by the Board of Directors. Each pilot is responsible for knowledge of limitations on coverage such as geographical limits and pilot qualifications. No PYFC aircraft may be flown under conditions in which liability coverage does not apply.

6-HULL SELF-INSURANCE: The Board of Directors shall administer a dedicated Hull Fund for the sole purpose of funding repair of damage to any PYFC airplane. If aircraft damage should occur, the Member shall be responsible for the first \$2,000 of the damage unless absolved by the Flight Safety Board and the Board of Directors. The first \$100 of each Member Initiation Fee, accrued interest, and a portion of the hourly rate determined by the Board of Directors shall be deposited into the Hull Fund except when the Board of Directors determines that the Hull Fund balance exceeds the highest combined value of all PYFC aircraft in a common hangar. The Board may chose to increase this fund at its discretion.

### **ARTICLE VI - SALE OF REAL ESTATE**

No real estate may be sold except by majority vote of the Members entitled to vote at a Special Meeting.

### **ARTICLE VII - AMENDMENT OF BYLAWS**

These Bylaws may be amended, in whole or in part by a majority of Members eligible to vote at any duly organized membership meeting provided that the substance of the proposed change is submitted by mail or e-mail to the address of each Member on record per Article III Section 5 of these Bylaws at least ten days before the date of the meeting which is to consider the change. The specific language of the change may be amended by a majority vote of the Members eligible to vote at said meeting without again publishing the amended wording.