

Oklahoma Airmen Flying Club By-Laws

Article I. PURPOSE

Section 1.01 CLUB PURPOSE

- (a) To provide members an affordable means for the development of their flying proficiency and continued education at the most economical rate.

Article II. MEMBERSHIP

Section 2.01 ELECTION OF MEMBER

- (a) Applicants for membership must have attained the age of eighteen (18) years and hold at least a Private Pilot Certificate. However, applicants not having attained the age of eighteen (18) years may be admitted upon specific action of the Board.
- (b) After approval by any individual member of the Board and upon receipt of the initiation fee, and a signed application, an applicant shall appear before at least two (2) members of the Board for a personal interview. After interviewing the applicant and determining that the applicant has read and understood these By-Laws and the Operations Manual, the Board will vote to grant or deny probationary membership.
- (c) Upon receipt of the initiation fee, signed application, and approval of the Board, the Secretary shall issue each member a certificate of membership on a form approved by the Board.

Section 2.02 CLASSES OF MEMBERSHIP

- (a) Active Members: Those who are current in the payment of all dues and charges, and whose privileges have not been suspended pursuant to these By-Laws. An Active Member may use the club resources and has voting rights in all elections.
- (b) Probationary Members: Active Members that have been granted entrance into the club within the last ninety (90) days. They are allowed all privileges, except for voting rights. Upon satisfactory completion of the probationary period and favorable action of the Board full membership will be accorded. Probationary members will be judged in the way they attend meetings, handle Club aircraft, pay dues, and in general, the way they take an interest in the affairs of the Club. No probationary member who owes the Club monies will be accorded full membership. A probationary member who is disqualified from the club will forfeit all dues and fees paid to the club.
- (c) Legacy Members: Active Members that have waived their right to flight status and are not considered in the Active Member count. They are allowed the privilege of voting and participating in all club functions, but are not eligible for flying the Club's aircrafts and subsequently not financially responsible for any dues billed. Members may volunteer to be moved to Legacy status at any time as long as they meet the following criteria.
 - (i) *A member requests in writing to be established as an Legacy Member*
 - (ii) *A member is in good standing with the club*
 - (iii) *All dues and fees have been paid*

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- (d) A Legacy Member may return to Active status when the following conditions are met
 - (i) *A written request is submitted to the Board requesting return to Active Status*
 - (ii) *Sufficient space is available in the Member roster per our insurance agreement*
 - (iii) *Successful completions of a Flight Check as noted in the Operations Manual.*
- (e) Suspended Members: Active Members that have had their privileges suspended by the Board or by these By-Laws. Members that are in suspended status may return back to active status at the Board, or council of the club's discretion. See section 2.03(a) for more information.
- (f) Board Members: Active or Legacy Members that hold a position required for the operation of the club as defined in these By-Laws. These positions are defined in the Board of Officers section of these By-Laws.

Section 2.03 GENERAL

- (a) A member may become a suspended member when the Board determines that a member has failed to maintain good standing with the club. Members that are to be put on suspending status will be notified in writing thirty (30) days prior to status change. The member shall have the right to be heard either in person or by counsel at a meeting of the Club or at a meeting of the Board, called for this purpose within thirty (30) days of receiving notice of change. Based on the nature of the change in status, members may or may not be required to pay dues or other fees required by members. Suspended members do not have voting rights.
- (b) The number of Active Members of the club will be managed by the Board in the best interested of the club and will be set based on the number of flying aircraft.
- (c) Initiation fees, dues, and aircraft rates will be established by the Board. Dues shall be payable in advance, on the first day of each month, starting to accrue following the month of probationary approval.
- (d) Any member who does not pay his bill within sixty (60) days in which the bill is received may be classified as delinquent and not in good standing. The member may neither schedule nor fly club aircrafts until the bill is paid. If the member's obligation is not satisfied within fifteen (15) days thereafter, the member may be moved to Suspended Status, but shall not relieve the member's obligations to the club.
- (e) With the exception of probationary members, each Active Membership shall share equally in the property rights of the Club.

Section 2.04 RESIGNATION

- (a) 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 the Operations Manual in effect at the time of resignation.
- (b) A former Member who desires re-admission to the Club may do so after meeting the requirements of Membership as outlined in this ARTICLE. The Board, at its discretion, may waive the initiation fee, and/or the probationary period and/or the personal interview as defined in this ARTICLE.

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Section 2.05 EXPULSION

- (a) A member may be expelled by a two-thirds vote of the members voting at any regular or special meeting at which there is a quorum or by vote of the Board. Ten (10) days' notice shall be given such member who shall have the right to be heard either in person or by counsel at a meeting of the Club or at a meeting of the Board, called for this purpose. A member so expelled shall remain responsible for any obligations owed the club and will not be released until all such obligations are fully satisfied.

Article III. ORGANIZATION

Section 3.01 ELECTION OF THE BOARD OF OFFICERS

- (a) The Annual Election shall be held during the Annual Meeting of Members.
- (b) Prior to the Annual Meeting of Members, any members wanting to be nominated for a position on the Board may request to be added to the ballot prior to the meeting via electronic form, telephone or mail.
- (c) During the Annual Meeting of Members, the floor shall be open for 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 and legacy 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.
- (d) Voting shall be done per candidate and all voting members may vote yes/no on each candidate in lieu of voting once on all candidates.

Section 3.02 BOARD OF OFFICERS

- (a) The Board of Officers shall consist of the following at maximum: President, Past President, Vice President, Secretary, Treasure, Maintenance Officer and Operations Officer.
- (b) The duly constituted Board of Officers shall be referred to as the "Board".

Section 3.03 OFFICERS

- (a) President
 - (i) *The President shall be the chief executive officer of the Club. He shall preside at all meetings of the Club and the Board. He may call any special meeting of the members of the Board and shall have, subject to the advice and control of the Board, general charge of the business of the Club, shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments, other than checks, which have first been approved by the Board.*
 - (ii) *The President shall be responsible to the Board for the operation of the Club. He shall enforce all Board decisions regarding the suitability of all equipment and the qualifications of all members for every type of flight operation.*

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(b) Vice President

- (i) 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.*
- (ii) The Vice President shall serve as Chairman of a standing Membership Committee. This Committee shall actively recruit in an effort to maintain a full Club membership. Additional Committee members shall be appointed by the President upon the request of the Vice President.*
- (iii) The Vice President shall serve as Public Relations Officer for the Club and, as such, shall be responsible to the Board for making public and placing all news bulletins and other information concerning Club business and activities released by the Board and for representing the Club at all social activities and public meetings as directed by the Board.*
- (iv) The Vice President shall perform all duties connected with the Club as he may undertake at the suggestion of the President.*

(c) Secretary

- (i) The Secretary shall keep the minutes of all proceedings of the members and the Board in books for that purpose. He or she shall attend to the giving and serving of notices for all meetings of the members and of the Board and otherwise. He or she shall keep a proper membership book showing the name of each member of the Club, the book of the By-Laws, the current Operations Manual, and any such other books and papers as the Board may direct. He or she shall execute with the President, in the name of the Club, all certificates of membership, contracts, and instruments which have first been approved by the Board.*
- (ii) The Secretary shall perform all the duties incident to the office of the Secretary, subject to the control of the Board*
- (iii) The Secretary shall perform all duties connected with the Club as he may undertake at the suggestion of the President.*

(d) Treasurer

- (i) The Treasurer shall execute, in the name of the Club, all checks for the expenditures authorized by the Board. He or she shall receive and deposit all funds of the Club in the bank selected by the Board, which funds shall be paid out only by check. He shall account for all receipts, disbursements, the balance on hand and also shall provide for the annual financial statement.*
- (ii) The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board, including the maintenance of accurate and complete membership lists with addresses and phone numbers, if available.*
- (iii) The Treasurer shall perform all duties connected with the Club as he may undertake at the suggestion of the President.*

(e) Maintenance Officer

- (i) The Maintenance Officer shall be responsible to the Board for maintenance and safe operation of Club aircraft.*
- (ii) The Maintenance Officer shall be responsible for scheduling all preventative and reactive maintenance. They will be required to maintain all records of the Club's aircraft and be responsible for maintaining flightworthiness of the aircraft.*
- (iii) The Maintenance Officer shall perform all duties connected with the Club as he may undertake at the suggestion of the President.*

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- (f) Operations Officer
 - (i) The Operations Officer shall be responsible to the Board for managing flight activities and the flight status of the Active Members*
 - (ii) The Operations Officer shall maintain the flight scheduling software and will be responsible for updating or blocking members from scheduling the aircraft based off of these By-Laws and the Operations Manual of the club.*
 - (iii) The Operations Officer shall be responsible for enforcement of the Operations Manual of this club.*

Section 3.04 OPERATIONS OF THE BOARD OF OFFICERS

- (a) Except as hereinafter specifically limited, the management and control of Club property, business and affairs shall be vested in a Board.
- (b) If a new president was elected in the previous calendar year, the previous president will serve as a Board Member.
- (c) The Board may, with a vote of the Club membership, combine Board Officer positions at the discretion of the Board.
- (d) In case of a vacancy on the Board, a special election shall be called by the Secretary, at which the vacancy may be filled from a vote of the Club membership.
- (e) Special meetings of the Board shall be called by the Secretary at any time on the order of the President or on the order of any two (2) Officers.
- (f) Three (3) members of the Board shall constitute a quorum at all meetings of the Board and the affirmative vote of the majority shall be necessary to pass any resolution or authorize any act of the Club.
- (g) Each member of the Board shall serve without compensation or reward.
- (h) The Treasurer may be bonded, at the discretion of the Club Officers, and the premium thereof shall be at the expense of the Club.
- (i) The Board shall cause to be kept an accurate record of all its acts and the proceedings of its 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. Annual financial statements, including both a balance sheet and an income statement shall be prepared prior to the Annual Meeting and be made available to the membership.
- (j) The Board shall have the power and the authority to enforce by suspension, expulsion or monetary fine, all the rules of the Operations Manual, By-Laws of the Club and to do and perform or cause to be done or performed, any and every other act which the Club may lawfully do and perform.

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Article IV. MEETINGS OF MEMBERS

Section 4.01 ANNUAL MEETING OF THE MEMBERS

- (a) The Annual Meeting of the Club shall be held during the month of April at a place and time determined by the President, as a formal meeting to discuss the management of Club property, business and affairs for the previous year and for the current year.

Section 4.02 REGULAR MEETINGS OF THE MEMBERS

- (a) Regular meetings shall be held every quarter Except as herein provided, shall be held at a place and time to be determined by the Board.
- (b) Regular meetings shall occur in January, July and October and dates shall be established at the Annual Meeting for the following year.
- (c) The President shall call Regular meetings of the members to allow for communication between members and the Board on all activities of the Club.

Section 4.03 SPECIAL MEETINGS OF MEMBERS

- (a) Special meetings of the members may be held at such time and place as the President may determine, or may be called by a majority of the Board members or by written petition of at least 20% of the members. It shall be the duty of the Secretary to call such meeting within thirty (30) days after such demand.

Section 4.04 SPECIAL MEETINGS OF THE BOARD

- (a) Notice of special meetings of the Board, stating the time and in general terms the purpose, shall be personally given, via electronic form (E-Mail), telephone (through text, texting app or phone calls) or mailed, to each Officer to insure its receipt not later than the day before the appointed day for the meeting. If all Officers are be present at any meeting, any business may be transacted without previous notice.

Section 4.05 GENERAL

- (a) At any meeting of the members, a quorum shall consist of two-third (2/3) of the members qualified to vote. This will be both Active and Legacy Members.
- (b) At every meeting of the members, each member shall have only one (1) vote as long as they are not restricted by these By-Laws.
- (c) A majority vote by the members present and qualified to vote at a meeting at which there is a quorum is necessary for the adoption of any resolution and for the election of a member of the Board.
- (d) The President, or in his absence the Vice President, or in the absence of the President and Vice President, a member of the Board elected by the members present, shall call the meeting to order and shall act as the presiding officer thereof.

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Article V. COMMITTEES

Section 5.01 GENERAL

- (a) The Board shall appoint any additional committees which it deems necessary for the proper operation and betterment of the Club.
- (b) All Committee members shall be appointed from the membership, excluding probationary members, and will serve on a voluntary basis.

Section 5.02 SAFETY COMMITTEE

- (a) A Safety Committee shall be appointed by the Board to investigate all accidents or incidents involving Club aircraft or equipment and all infractions of flight safety rules of the FAA or of the Club.
- (b) The Operations Officer shall be the Chairman of the Safety Committee.
- (c) The Safety Committee shall consist of the Chairman and three (3) or more members appointed from the Club membership by the Board and shall be directly responsible to the Board.
- (d) The Safety Committee shall take all steps necessary to ascertain the facts, conditions and circumstances of any accident, incident or infraction of rules; shall arrive at conclusions regarding the probable cause and the responsibility for said accident, incident or infraction of rules. Also, it shall make known to the Board and, with advice of counsel, to members involved in the accident, incident or infraction of rules, its findings in the form of a written report.

Article VI. FINANCES

Section 6.01 PROCEDURES

- (a) 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
- (b) The net savings or surplus remaining after all operating expenses have been paid shall remain in the Club's treasury for the purpose of new equipment and for contingencies as shall be determined by the Board. The net savings, in any event, shall not be distributed to the members for their individual use.
- (c) Special purpose funds established by the Board of one administration cannot be used for other purposes by a subsequent Board without having first obtained a resolution from the membership authorizing the conflicting use.
- (d) The Club will bill based off of fixed and flying hour expenses. A breakdown of the agreed upon expenses will be posted on the Clubs' website and will be established by the Board.
- (e) The Board may establish minimum billed flying hours to encourage currency. The quantity and frequency will be posted on the website. These established hours may not be transferred, but they will be non-expiry and must be assigned to all active members without exclusion

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- (f) 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.
- (g) The Board of Directors will approve all expenditures of the Club between \$2,501 and \$15,000 for normal operating cost.
- (h) 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 voting members present and voting at a regular or special meeting of the Club.
- (i) 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 voting members of the Club at a regular or special meeting of the Club.

Article VII. HEARINGS

Section 7.01 PROCEDURES

- (a) The Board, upon receipt of the findings or suggestions of the Safety Committee shall, upon advice of counsel, offer in writing to the members involved in an accident, incident or infraction of rules an opportunity for a hearing. After the hearing, or if such hearing is waived by members involved in the accident, incident or infraction of rules, the Board shall decide the financial responsibility. Decisions of the Board shall be final.
- (b) If the Board determines that the incident was not in violation of the FAA or the Club flight safety rules, the individual responsible, at the discretion of the Board, may be held financially responsible for 20% of the damage to Club property and/or damage to non-club property involved in the incident, but not to exceed \$2,500
- (c) If the Board determines that the incident was a violation of the FAA or the Club flight safety rules, the individual responsible will be 100% responsible for the damage incurred that are not covered by the Clubs insurance
- (d) 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.
- (e) All financial obligations imposed on any member as a result of the decision of the Board shall be satisfied within sixty (60) days of written notice. Otherwise, legal action shall be taken against the member and the member shall be expelled automatically from the Club.

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Article VIII. DISSOLUTION

Section 8.01 GENERAL

- (a) 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 20% of the 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 Voting 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.
- (b) Upon dissolution, the Board 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 IX. AMENDMENTS

Section 9.01 GENERAL

- (a) 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.
- (b) Repeal or amendment of these By-Laws or adoption of new By-Laws shall be by two-thirds (2/3) majority vote of Club Members, if there is a quorum, at any regular meeting of the members or at a special meeting of the members called for that purpose.

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