

**AMENDED BYLAWS
OF
WILKES FLYING CLUB, INC.**

ARTICLE I – PURPOSE

The purpose of this Club shall be to provide for its members convenient means for flying at the most economical rates.

ARTICLE II – MEETINGS OF MEMBERS

1. All meetings of the members, except as herein otherwise provided, shall be held at a place to be determined by the Board of Directors.

2. The annual meeting of the Club shall be held at 7:00 p.m. on the second Monday of each January- at the Wilkes County Airport or at such other time and place as the Board of Directors shall determine.

~~2. The annual meeting of the Club shall be held in conjunction with the club's annual holiday social at such time and place as the board of directors shall determine.~~

3. Quarterly meetings of the members shall be held at such times and places as the Board of Directors shall specify.

~~3. Members of the Club are invited and encouraged to attend all board meetings.~~

4. Notice of both quarterly and annual meetings of the members shall be given by telephone, email or written notice mailed to each to the members, at his or her last known place of business or residence at least ten (10) days before such meetings.

5. Special meetings of the members may be held at such time and place and may be called by a majority of the Directors or by written petition of at least thirty three per cent (33%) of the members. It shall be the duty of the Secretary to call such meetings within thirty (30) days after such demand.

6. Notice of special meeting of members, stating the time and in general terms the purpose thereof, shall be given in a like manner as the notice required for the regular annual meetings. If all Club members are present at any gathering, any business may be transacted without prior notice.

7. At any meeting of the members, a quorum shall consist of the majority of the members in good standing who are actually physically present for the meeting. Proxy voting by absentee members is not allowed.

8. The President, or in his absence the Vice-President, or in the absence of the President and Vice-President, the Secretary or Treasurer of Wilkes Flying Club- Chairman elected by the members present, shall call to order the meeting of the members to order and shall act as the presiding officer.

9. Officers of Wilkes Flying Club shall hold office until their successors are elected. Club officers may be elected at At the annual meeting or at any special called meeting of the

~~members at which a majority of the members are present, the members shall elect by ballot a Board of Directors as constituted by these bylaws.~~

10. At every meeting of the members, each member in good standing shall have one vote. Proxy votes by members in any form whatsoever will not be allowed.

11. A majority vote of the members in good standing present for any meeting is necessary for the adoption of any resolution and for the election of a member to the Board of Directors.

12. Parliamentary procedures will be followed and minutes will be kept at all meetings. The Board, in its sole and unfettered discretion, may appoint either a Parliamentarian or a Sergeant-at-Arms or both. Robert's Rules of Order shall govern parliamentary procedure unless the Board otherwise determines.

13. Membership in the club is a privilege, not a right. Members shall conduct themselves in a respectful manner during all club meetings and/or during all other club activities and at all times when guests of the club are present. Members who interrupt or who show disrespect to officers, directors, members or guests shall be punishable, in the discretion of the Board of Directors. Such punishment could include, but not be limited to, expulsion from the Club or such other terms and conditions as the Board of Directors, in its sole and unfettered discretion, shall see fit to impose. A vote of five or more directors shall be required to expel a member from the Club. A simple majority vote of Directors present at any meeting of the Board shall be required for the implementation of any lesser form of discipline of a club member. A member may be expelled or disciplined by the Board of Directors for any cause deemed sufficient. A member expelled from the Club shall still be obligated to pay any monies owed to the Club. A Sergeant-at-Arms, if appointed by the Board, shall be responsible for enforcement of order at any meetings of the membership. Otherwise, discipline shall be enforced by the Board or by any duly appointed representative of the board empowered to enforce discipline.

14. A member in good standing may withdraw from the Club at any time upon notification to the Secretary in writing provided all of his/her financial obligations to the Club have been satisfied.

ARTICLE III – DIRECTORS

~~1. The powers, business and property of the Club shall be exercised, conducted and controlled by Board of Directors consisting of Sixteen (67) members. The terms of service of the Board of Directors shall be staggered so as to assure continuity of leadership. Directors shall continue to serve until their successors are elected.~~

~~2. At any meeting of the membership at which a majority of the members are present, an election can be held to vote on members of the Board of Directors.~~

~~2. The initial Board of Directors shall draw straws to determine their length of service. Three of those constituting the initial Board of Directors shall serve three-year terms. Three of those constituting the initial Board of Directors shall serve two-year terms. One member of the initial Board of Directors shall serve a term of one year. Directors whose terms are expiring shall be elected from the membership of the Club at the annual meeting of the members. Directors who have served less than a full three-year term shall be eligible for re-election to one full three-~~

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~~year term. Directors who have completed a full three-year term of service shall not be eligible for reelection until they have rotated off the Board for a period of one full year.~~

3. In case of a vacancy in the Board during the year and prior to the Annual meeting, the remaining Directors shall fill such vacancy by appointment from the Club membership. If three (3) or more vacancies occur at any one time, those vacancies shall be filled by majority vote of the members at a special called meeting.

4. ~~Either at the annual meeting or in any event, no later than 60 days after each annual meeting of members, the Board of Directors shall meet and elect newly-elected Directors shall hold a meeting and organize by the election of a President, Vice-President, Secretary, Treasurer and Aircraft Maintenance Officer and transact any other business.~~

5. Regular meetings of the Board of Directors shall be held monthly at such time and place as the President of the Club shall specify, ~~on the third Monday of each month at 7:00 p.m. at the Wilkes County Airport or at such other time or location, as the President of the club shall specify.~~

6. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of any three (3) Directors.

7. Notice of special meetings of the Board of Directors stating the time and, in general terms, the purpose shall be mailed, emailed or personally given to each Director not later than three days before the day appointed for the meeting. Notice by telephone of the time and place of any meeting is also permissible. If all Directors shall be present at any meeting, any business may be transacted without previous notice.

~~Five (5) Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least Four (4) Directors shall be necessary to pass any resolution or authorize any act of the Club.~~

Four (4) Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least Three (3) Directors shall be necessary to pass any resolution or authorize any act of the Club. Board members may participate in board meetings by telephone when it is not convenient for them to be physically present. Any former board member who has been granted ex officio status and who is physically present for a board meeting may be counted for purposes of satisfying quorum requirements.

9. Each member of the Board of Directors shall serve without any compensation or reward.

10. The Board of Directors shall cause to be kept a complete record of all its acts and 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.

11. The Board of Directors may assign to any member any duty or office which the Board deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in these bylaws.

12. The Board of Directors may engage salaried personnel from outside the Club membership to perform such services in behalf of the Club as the Board deems appropriate and necessary.

13. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the conduct of Club meetings and/or activities and/or the use and operation of Club property and to do and perform, or cause to be done and performed, any and every act which the Club may lawfully do and perform.

14. The Board of Directors shall require that committee reports given at any meetings be in writing and be attached to the minutes of that meeting so that there will be a historical record thereof.

ARTICLE IV – OFFICERS

1. The Executive Office of the Club shall have a President, Vice-President, Secretary, Treasurer and an Aircraft Maintenance Officer.

2. The President, Vice-President, Secretary, Treasurer and Aircraft Maintenance Officer shall be elected by the Board of Directors from their own number at the first meeting after organization of the corporation and thereafter at the first meeting after the regular annual meeting of the members and shall hold office for twelve (12) months and until their successors are elected and qualified.

3. All Officers and Directors shall serve without compensation or reward.

4. The Treasurer shall not be required to post bond. If, at a later date, the Board of Directors decides that the Treasurer should be bonded, the cost of any bond will be at the expense of the club.

ARTICLE V – PRESIDENT

1. The President shall be the Chief Executive Officer of the Club. He shall preside at all meetings of the Club and the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, and shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board of Directors.

2. The President shall co-sign with the Club Treasurer all checks executed in the name of the Club, in the amount of \$1000.00 or more.

3. The President shall be responsible to the Board of Directors for the operation of the Club. The President or his duly appointed delegate, shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all members for each type of flight operation. The President or his duly appointed delegate, shall recommend for approval to the Board of Directors all operational rules of the Club and shall report with recommendations all violation of such rules by any member of the Club.

ARTICLE VI – VICE-PRESIDENT

1. 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.

2. The Vice-President shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

3. The Vice-President, in the absence of the President, may co-sign with the Treasurer checks in the amount of \$1,000.00 or more.

ARTICLE VII – SECRETARY

1. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member of the Club, the book of bylaws, the Club Seal, if any, and such other books and papers as the Board of Directors may direct. He shall execute with the President, in the name of the Club, all certificates of membership, contracts and instruments which have been first approved by the Board of Directors. In the absence or disability of the Treasurer and under the direction of the President he shall execute in the name of the Club checks for expenditures authorized by the Board of Directors. The Secretary shall maintain an appointment book for the operation of Club aircraft and, on a monthly basis, shall submit to the Board of Directors records of Club aircraft usage, rental income, cost of operation and a status file on the pilots who fly them.

2. The Secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board of Directors.

3. The Secretary shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

4. The Secretary, in the absence of the President and Vice-President, may co-sign with the Treasurer checks in the amount of \$1,000.00 or more.

ARTICLE VIII – TREASURER

1. The Treasurer shall co-sign with the President (or other officer in the President's absence), in the name of the Club, all checks for the expenditures of \$1,000.00 or more, authorized by the Board of Directors. The Treasurer shall receive and deposit all funds of the Club in the bank selected by the Board of Directors, which funds shall be paid out only by check as hereinbefore provided. She/He shall also account for all receipts, disbursements and balance on hand. The Treasurer, without co-signature by another officer, may issue checks of \$999.00 or less.

2. The Treasurer will provide a monthly report of the financial status of the Club to the Board of Directors and a quarterly report to every member and shall render an annual financial report to the Board and to the Members as soon as practicable following the end of each calendar year.

3. The Treasurer will inform the President on the last day of each month if any members are delinquent and notify him when such delinquency plus any fines have been paid.

4. The Treasurer shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board of Directors.

5. The Treasurer shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

ARTICLE IX – AIRCRAFT MAINTENANCE OFFICER

1. The Aircraft Maintenance Officer shall be responsible for maintaining current information in the logbooks of the aircraft.

2. The Aircraft Maintenance Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certificated aircraft and power plant mechanic, and for obtaining all inspections, major overhauls and for compliance with all service bulletins for the aircraft.

3. The Aircraft Maintenance Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

4. The Aircraft Maintenance Officer, in the absence of the President, Vice-President and Secretary may co-sign with the Club Treasurer checks in excess of \$1,000.00.

ARTICLE X – VACANCIES

If any Office, other than that of President, becomes vacant for any reason, the President shall appoint an interim successor until such time as the Board of Directors shall elect a successor from the membership who shall hold office for the unexpired term. If the Office of President becomes vacant, the Vice-President shall become President and the Board of Directors shall elect a new Vice-President from the membership.

ARTICLE XI – SAFETY BOARD

1. A Safety Board shall be designated by the Board of Directors for each aircraft accident involving either a member of the Club or any equipment belonging to the Club, providing such accident resulted in damage to equipment exceeding a sum of the deductible on the insurance policy insuring the Club's airplane(s).

2. The Safety Board shall consist of three members of the Club who were not involved in the accident.

3. The Safety Board shall take all steps necessary to ascertain the facts, conditions and circumstances for the accident; shall arrive at conclusions regarding the probable cause and the responsibility for said accident; and shall make known to the Board of Directors, and to all parties involved in the accident, its findings in the form of a written report.

4. The Safety Board shall obtain from the FAA or NTSB, if applicable, its/their findings which shall be considered by the Safety Board in determining probable cause, unless the matter was a non-reportable incident.

XII HEARINGS

1. The Board of Directors, upon receipt of the findings of the Safety Board, shall offer to all parties involved in the accident the opportunity of a hearing. After the hearing, or if such hearing is waived by all the parties involved in the accident, the Board of Directors shall decide the financial responsibility. The decision of the Board of Directors shall be final.

2. The Board of Directors shall not impose financial responsibility on any one member in excess of the Club's deductible on the insurance policy insuring the Club airplane(s) for any one accident, unless the damage results from a violation which is not covered by insurance carried on the aircraft ~~in which case;~~ then the party responsible for the damage shall be liable for the full amount.

3. All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within thirty (30) days from the date of issuance of written notice. Otherwise, in the case of a member, all unsatisfied monies may be deducted from the membership fee and/or any surplus funds prepaid by the Member. The excess, if any, will then be returned to the member whose membership will be terminated, for the purchase of block aircraft time, the remainder of which shall be returned to the member with a cancellation of membership in the Club.

ARTICLE XIII – MEMBER PAYMENTS

1. Joining Fee. Each Club member shall be required to pay a one time, non-refundable joining fee of \$150.00, which fee will be deposited in the Club's general fund.

2. Dues. Each member shall be required to pay annual dues of \$300.00 pro-rated as of the date of joining calculated on a basis of \$25.00 per month. ~~Dues for 2007 shall be pro-rated at \$150.00. Dues for any members of the Club joining after July 31, 2007, shall be pro-rated on a monthly basis of \$25.00.~~

2. Dues. Each member of the club shall be required to pay annual dues of \$300.00 on or before February 1st of each year. Any member of the club who fails to do so, will not be considered a member in good standing and will be unable to use the club's airplane until any arrearage in dues is brought current. Dues shall be pro-rated at the rate of \$25.00 per month based upon the month in which any member submits her/his application.

3. Inactive Members. Members who are unable to fly because of health issues, but who wish to remain members in good standing of the club, may do so by paying annual dues of \$100.00. Inactive members who pay annual dues shall be eligible to serve as members of the board of directors and shall have full rights of membership except that they may not fly the club airplane.

3. Hourly Aircraft Rate. The hourly aircraft rates shall be determined by the Board of Directors and will be periodically reviewed and adjusted.

4. Block Flying Time. Members may purchase block flying time in increments of five (5) hours each at such rate as the Board of Directors shall specify. Members who purchase block flying time shall be required to maintain a prepaid surplus balance with the Club at all times.

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5. Delinquency. Accounts run monthly and are billed by the 15th of the following month and are due by the end of that month. Any member who has failed to pay any and all sums owed to the Club in a timely manner, shall be considered a delinquent member and shall be automatically suspended from flying the Club aircraft and from engaging in any other Club activity. A ten percent (10%) penalty of the delinquent amount shall be charged after one (1) month's delinquency unless the Board of Directors waives the penalty upon a showing of good cause by the member. When a delinquent member fails to pay any sum owed to the Club, or at the discretion of the Board of Directors, to make suitable arrangements with the Board for payment thereof within sixty (60) days of the due date, the member shall no longer be a member in good standing of the Club and shall forfeit all membership rights.

6. Illness or incapacity of member or moving from venue. If a member of the Club who has prepaid dues or prepaid for the purchase of block aircraft time for the current year, dies or becomes incapacitated or moves to a different venue so that it is no longer feasible for him/her to remain a member of the Club, the Board, upon request and in its sole and unfettered discretion, may, but is not required to make, a pro-rata refund of the balance of prepaid dues or prepaid block aircraft time purchased by that member for the then current year.

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ARTICLE XV – CLUB FINANCES

1. No member may authorize expenditures or otherwise incur financial obligations in the name of the Club except as expressly provided for in these Bylaws or other regulations duly promulgated by the Club's Board of Directors.

2. The Treasurer is authorized to expend Club funds in payment for all normal fixed costs of the Club and all operating costs not in excess of \$1,000.00. The Treasurer must obtain approval from the Board of Directors for any unusual expenditure and/or all expenditures in excess of \$1000.00 and any check issued by the Treasurer in excess of \$1,000.00 must be co-signed by another officer.

3. The Maintenance Officer may authorize work on Club aircraft in an amount up to \$1000.00 without seeking approval from the Board of Directors. The Maintenance Officer must consult with the Treasurer before authorizing any work to proceed in order to determine whether the Club has sufficient funds to pay for the work.

4. Individual members will be reimbursed for any personal expenditures not in excess of \$200.00 when such expenditures are for Club aircraft repairs or maintenance necessary to safely complete a trip back to the airport. Individual members seeking reimbursement of an amount in excess of \$200.00 for aircraft repairs or maintenance necessary to safely complete a trip back to the airport shall submit itemized documentation to the Aircraft Maintenance Officer and shall also call a club officer or director, using the typewritten list of names and telephone numbers on the squawk sheet on the flight status clipboard, or otherwise stored in the airplane, to request advance approval for any such expenditure.

5. No member, officer, Director or any other individual shall obligate the Club for any purchase, repair, service or in any manner in an amount in excess of \$1000.00 without the approval of a majority of the Board of Directors.

ARTICLE XVI – FLIGHT PROFICIENCY PROGRAM AND FLIGHT RULES

1. The Board of Directors shall develop, or cause to be developed, a Flight Proficiency Program for all members to include, but not necessarily be limited to, periodic check rides with qualified flight instructors, minimum number of flying hours per month including a minimum number of take-offs and landings, landings per month, and periodic refresher courses. The Flight Proficiency Program must be approved by a majority of the Board of Directors.

2. The Board of Directors shall develop, or cause to be developed, a set of Flight Rules. The Flight Rules will take into consideration varying levels of members' experience and proficiency and the type of aircraft to be flown.

ARTICLE XVII – SURPLUS

The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury for the necessary operation of the Club, the purchase of new equipment, for engine overhaul, for contingencies or for the purpose of reducing the hourly rates for flying as shall be determined by the Board of Directors. The net saving in any event shall not be distributed to the members for their individual use.

The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury for the necessary operation of the Club, the aircraft maintenance reserve for airframe, engine and avionics and the purchase of new equipment and supplies. The net saving in any event shall not be distributed to the members for their individual use.

ARTICLE XVIII – AMENDMENTS

1. These bylaws may be repealed or amended or new bylaws adopted at any meeting of the Board.

2. A vote of five of seven directors shall be necessary to repeal or amend bylaws or adopt new bylaws.

2. A vote of two-thirds of the directors present shall be necessary to repeal, amend or adopt new bylaws.

The original bylaws were adopted by the Board of Directors of Wilkes Flying Club Inc. on July 12, 2007. Those bylaws were amended by unanimous vote of the Board of Directors of Wilkes Flying Club on _____, 2018.

Wilkes Flying Club, Inc.

Dated: July 12, 2007

by _____
John S. Willardson, President

Richard StoneGlenn-Wike, Secretary