

BY-LAWS: SKYHAWK FLYING CLUB, INC.

ARTICLE I

Name

The name of the club shall be the Skyhawk Flying Club, Inc.

ARTICLE II

The purposes of the Corporation (hereafter called the Club) are:

1. To operate as a nonprofit corporation.
2. To stimulate and encourage interest in aviation and the actual operation of aircraft.
3. To enable, through cooperation, members of this club to operate and study aviation economically and conveniently for the purposes of:
 - a. Training in operation of aircraft and allied fields.
 - b. Non-commercial, personal or recreational flights.
 - c. Fostering of goodwill among Club members through interest in aviation.

ARTICLE III

Officers and Board of Directors

1. The officers of this Club shall be President, Vice President, Secretary, and Treasurer.
2. The Board of Directors of the Club shall be made up of the officers and three (3) directors.
3. All officers and the three directors shall be elected by the general membership at the Club's annual meeting. In the event of a vacancy during the term of any officer or director, the Board of Directors shall elect a Club member to fill out the term, by a quorum vote.
4. The duties of each officer shall be:
 - a. The President shall preside at all meetings of the Club.
 - b. The Vice President shall preside at all meetings in the absence of the President.
 - c. The secretary shall keep records of all proceedings, take roll call at all meetings; take minutes at all Club meetings, and will supervise the membership enrollment and transfers of members.
 - d. The treasurer shall make all disbursements authorized by the Club, give a report as to the financial condition of the Club at each meeting, send monthly billings, and receive all money due the Club.
5. The Board of Directors of the Club will appoint a nominating committee of not less than three (3) persons, one (1) of whom will not be a member of the Board of Directors of the Club. This committee will be appointed and formed during the Club's regular meeting October meeting each year.

6. The nominating committee will report its recommendations at the Club's November officer's meeting each year, recommending a member for each officer and director position.
7. Officers shall serve a one-year term and directors a three-year term (directors term to be staggered).
8. At the Club's annual meeting (see Article VI, Item 1), the names of the persons selected by the official nominating committee, as specified in Item 5 of this Article, will be placed in nomination.
9. Nominations will be accepted from the general membership in attendance at the annual meeting in addition to those names submitted by the nominating committee.
10. Voting will be conducted in accordance with Article V: Voting.
11. The Board of Directors shall arrange for an audit of the Club's financial records prior to the first meeting following the Club's annual meeting each year. This audit will be presented to the Board of Directors for their approval as soon as practical.
12. The Safety Officer will be appointed for a one-year term by a two-thirds (2/3)-majority vote of the Board of Directors. The term shall run from January 1 through December 31 of the year. Any Club member may serve as Safety Officer and will be considered an ex officio member of the Board of Directors without voting privileges, unless otherwise elected as an officer of the Club or as a director.
13. The Safety Officer shall be under the direction of the Board of Directors and will be responsible for increasing awareness of safety issues and insurance requirements affecting the Club.
14. The President may appoint a Membership Coordinator to manage the list of memberships for sale and complete paperwork for legal transfer of memberships. The Membership Coordinator will maintain procedures and forms consistent with these by-laws.

ARTICLE IV

Membership

1. Members shall be defined as owner-members and each such membership shall constitute one share.
2. Pilot's spouses or other members of pilot's immediate family may not share memberships.
3. Memberships shall be sold or transferred only by a two-thirds (2/3) vote of the Board of Directors after receipt by the Board of a written application by the prospective buyer.
4. An owner-member may be relieved of his or her membership obligations by paying to the Club, in advance, a fee equal to six month's dues, six months flying minimums, and any outstanding indebtedness.
5. An owner-member may be suspended because of that member's delinquency in paying charges for flying times, dues, or any other indebtedness to the Club. Such charges or indebtedness will be considered delinquent 30 days after the original billing date. The membership shall remain suspended until the full account balance is paid. While the suspended member shall not have the privilege of flying a Club aircraft during such period of suspension, dues and other assessments of this member shall continue. All other privileges shall remain in effect during suspension. Suspension of any member shall be effected by a two-thirds (2/3) vote of the Board of Directors.

6. Membership of any member may be revoked by a two-thirds (2/3) vote of the Board of Directors. Such revocation may be based upon a member's violation of F.A.A. regulations, Club by-laws and/or operating rules, or continued delinquency or indebtedness to the Club. If circumstances are such as to warrant suspension, membership may be revoked without repayment of all or any portion of the member's share value (share value at the time of such action as determined by the Board of Directors). The decision of the Board of Directors will be considered final in such action. Revocation of a membership also removes from the former owner-member the ownership of a share of the Club.
7. The value of each owner-member's share will be determined by the Board of Directors and will be based on the net value of the Club and the maximum authorized number of members, as stated in Item 10, at the time of the sale or transfer of a share.
8. When an owner-member wishes to leave the Club for any reason other than Board revocation of membership, he or she will contact the Club president for the necessary forms to be used in disposing of the share. It will be the responsibility of each owner-member to dispose of his or her own membership. The Club is under no obligation to buy back a membership from an owner-member. However, an owner-member may request an exception to this rule by written notice to the Club President stating the reasons an exception might be warranted. The Board of Directors may, by a two-thirds (2/3)-majority vote, grant such exception if circumstances do so warrant.
9. When an agreement for sale of an owner-membership is made, the prospective owner-member shall pay by check or money order in the amount of the sale to the Club. The Club Treasurer in turn will reimburse the original owner-member the sale price less any financial obligations to the Club upon approval of the prospective owner-members application for membership. The Board of Directors retains the right to accept or refuse an application from a prospective buyer and, until the Board of Directors accepts such an application, the seller is not relieved of any Club responsibilities, including payment of dues, assessments, and flying time charges. Financial obligations of the original owner-members whose membership is subject to sale may include any actual or estimated Club costs incurred to generate interest in the purchase of owner-memberships, regardless of whether those costs directly lead to the sale of the owner-membership by that original owner-member.
10. The Board of Directors shall determine the total number of Club members, approximately fifteen (15) per aircraft. That number can be changed by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE V

Voting

Only the owner-members of the Club shall have voting rights. Voting among owner-members or among the Board of Directors of the Club shall be by any method deemed appropriate by the Club President. The following rules apply:

1. This Club is an "equal share holding" Club and as such each share shall have only one vote.
2. A majority of legal owners of the Club at any regularly scheduled meeting or at a special meeting (see Article VI, Item 2) shall constitute a quorum for the transaction of business.
3. Except as otherwise provided by these by-laws, a majority of the owner-member present at any meeting at which a quorum is present may take action on any matter.

4. Each owner-member shall be eligible to vote.
5. A majority of the active Board of Directors at any regularly scheduled or special Board meeting (see Article VI, Item 2) shall constitute a quorum for the transaction of business unless otherwise specified in these by-laws.
6. Unless otherwise provided by these by-laws, a majority of the owner-members present at any Board of Directors meeting at which a quorum is present may take action on any matter.
7. A majority vote of the owner-membership at any regularly scheduled or special meeting at which a quorum is present may override a Board of Director's vote unless otherwise provided by these by-laws.

ARTICLE VI

Meetings

1. The annual meeting of the club will be held in January at a location and time specified by the President or the Board of Directors. Written notice stating the meeting time, place, and agenda will be furnished by mail or electronic mail to each owner-member at his or her last known address at least two (2) weeks in advance of such meeting.
2. Special meetings may be called by the President or the Board of Directors, provided that all members are notified of the date, time, and place of such meeting at least one (1) week in advance.
3. The Board of Directors shall meet on the second Thursday of each month or any other date approved by the majority of the board.

ARTICLE VII

Dues and Flying Rates

1. Dues and flying time charges shall be determined by a six-sevenths (6/7) majority vote of the entire Board of Directors and shall be based on actual costs and/or expenditures for the Club's operation. The Board may authorize the Treasurer to adjust flying rates automatically to allow for changes in the average cost of fuel each month.
2. The Board shall review the Treasurer's report monthly to determine any trends that will affect dues or flying rates and shall take proper and timely action as circumstances warrant.
3. A majority vote of the owner-membership at a regular or special meeting at which a quorum is present may override a Board of Directors' decision regarding dues and flying rates, and the membership vote will be final.

ARTICLE VIII

Aircraft and Maintenance

1. The Club will operate aircraft of the type and quantity compatible with the needs of the Club members. It will be the responsibility of the Board of Directors to appoint a Maintenance Director. The Club will make every effort to keep all aircraft owned and operated by the Club properly maintained. In accordance with FAA rules and directives. It's the PIC's ultimate responsibility to ensure safe & legal operation of the aircraft he or she flies.

2. The Maintenance Director will be appointed for a one-year term by a two-thirds (2/3)-majority vote of the Board of Directors. The term shall run from January 1 through December 31 of the year. Any Club member may serve as Maintenance Director and will be considered an ex officio member of the Board of Directors without voting privileges, unless otherwise elected as an officer of the Club or as a director.
3. The Maintenance Director shall be under the direction of the Board of Directors and will be responsible for all maintenance of Club-owned and operated equipment.
4. Assistant maintenance directors may be appointed by the Maintenance Director, subject to the approval of a two-thirds (2/3)-majority vote of the Board of Directors.
5. The assistant maintenance director will assist the Maintenance Director in his or her duties and will take over such duties in the absence of the Maintenance Director and at the Director's request.
6. No other Club members, officers, or directors shall be authorized to perform any type of maintenance on Club-owned or operated equipment unless appointed an assistant maintenance director.
7. All I.F.R. maintained aircraft shall be maintained in compliance with all FAA rules and directives regarding aircraft to be used in I.F.R. conditions.
8. The Board of Directors shall be responsible to see that the Club-owned and operated equipment is covered at all times with insurance to protect the Club as a corporation and the members against liability actions, suits for damage, or judgments of third-party persons or members. All aircraft will, in addition, be protected with adequate hull insurance against ground and flight damage. The insurance program will be reviewed annually by the Board of Directors, and insurance will be deemed adequate in the judgment of the Board of Directors based on a two-thirds (2/3)-majority vote of the entire Board.

ARTICLE IX

Damage to Aircraft or Club owned Equipment

1. The Board of Directors will decide if a member-owner shall be financially responsible for damage to Club owned equipment.
2. The Board shall take into account if the damage was caused by the member-owners negligence.
3. In the event the Board holds the member responsible for damages, the amount of financial responsibility to the member shall be the Clubs deductible or on minor damage the Board may find the member-owner responsible for the total amount of damage. In the event the Board holds the member responsible for damages, the amount of financial responsibility to the member may, at the Board's discretion, include the Club's deductible, the actual cost of repair and/or the loss of use.
4. The Board shall be the final authority on filing an insurance claim or holding the member responsible.