

By-laws
Finger Lakes Soaring Club, Inc.

ARTICLE I MEMBERSHIP

SECTION 1: Membership Classes

There are nine classes of membership: Regular, Long Distance, Junior, Guest, Seasonal Guest, Temporary Student, Special Tow Pilot, Introductory and Reciprocal Member.

SECTION 2: Regular Members

Regular members: There shall be four types of regular members: Active, Inactive, Emeritus and Student.

- a. *Active* members shall be entitled to participate in all Finger Lakes Soaring Club ("Club") activities, use Club sailplanes, hold office, and vote. Members who live out of town (more than 150 miles from the airport) shall be designated long distance members.
- b. *Inactive* members shall retain their status as a member but shall not pay dues, hold office, vote, or use Club sailplanes. A member may request to be placed on inactive status (due to inability to pay dues or settle accounts, or due to medical disqualification, or temporary relocation) only once and must be approved by the Board of Directors (hereinafter referred to as "the Board").
- c. *Emeritus Members*: Upon election to this status by the membership of the club may participate in all activities, use sailplanes, hold office, and vote. These members (due to their many years of service) will hold these privileges without having to pay dues.
- d. *Student* members shall be full-time students between the ages of 18 and 23 inclusive. They enjoy the same rights and duties as Regular members, but pay a reduced initial share. All rates and dues shall be the same as active members.

Each Regular and Student member shall hold a share in the Club, based on and proportional to the non-refundable amount he/she paid for a membership share at the time of joining.

SECTION 3: Junior Members

Junior members shall:

- a. Be supervised by a Junior Advisor (JA) who shall report to the Board.
- b. Create and maintain their own structure for dues and initiation fees. They shall not own shares in the Finger Lakes Soaring Club nor pay dues to FLSC.
- c. Junior members must be full time students between the ages of 10 and 18 inclusive.
- d. For each lesson flight, a Junior member shall pay a reduced tow fee but shall also work a certain number of hours in service to the Club. Junior Members may not hold office nor may they vote on Finger Lakes Soaring Club business.

SECTION 4: Guest Members

Guest members are those who are members of an internationally recognized gliding organization (SSA, BGA, etc.) who are glider rated pilots wishing to use club towing services during a visit of 30 days or less. Guest members shall supply proof of insurance, complete a Guest Member Application, and successfully complete a club instructor's checkout. Guest members shall pay no dues and shall not enjoy voting rights. They shall pay club rates for each tow taken.

SECTION 5: Temporary Student Members

Temporary Student members shall be full-time students who join the Club on an intermittent basis for a three month period. They pay dues in advance for each three-month membership period and pay Regular member towing charges. They may not hold office or vote.

SECTION 6: Seasonal Guest Members

Seasonal Guest members shall be identical to Regular members except that they shall pay a reduced initiation fee, and they shall not vote nor hold office. Such members must be either a member of another club or a rated power pilot and must be a member of the SSA. Applications must be approved by the board of directors. Membership is limited to a single season but may be transitioned to a regular member by paying remainder of the normal initiation fee.

SECTION 7: Special Tow Pilot Members

Special Tow Pilot members are pilots who only fly tow planes for the Club, and therefore pay lower dues to cover administrative expenses.

SECTION 8: Introductory Members (FAST)

Introductory members shall be persons accepted as members for a three-flight package during a three month period of time, including an abbreviated ground school, for the purpose of learning more about soaring and to explore the possibility of pursuing the sport on a regular basis.

SECTION 9: Reciprocal Members

Reciprocal members shall be members of specific "sister-clubs", designated by the Board of the FLS Club from time to time, who may fly with FLS instructors in FLS equipment, for such specific training or related purposes as determined by the Board on such terms and conditions and for such fees as the Board may determine from time to time. They may not hold office or vote.

SECTION 10: Long Distance Members

Long Distance Members pay lower fees, do not count in the Club's maximum membership limit, are not expected to perform operations or maintenance duties, and do not have voting/holding office rights. They may not hold office or vote.

SECTION 11: Tow Pilot Privileges

Tow Pilots may take one sailplane flight for each eight tows they make, with appropriate sailplane checkout.

SECTION 12: Admittance of Members

The Board may admit any person to Regular, Seasonal Guest, or Junior membership upon acceptance of an application. The Board, the Operations Manager (in the absence of the Board) or any member of the Board on the field, in the absence of an operations manager may admit a Guest member. The respective coordinators of the Temporary Student or introductory member's activities may admit a Temporary Student or an Introductory member. The Board at its discretion shall admit Special Tow Pilot members upon the advice and consent of the Chief Tow Pilot.

ARTICLE II GOVERNMENT

SECTION 1: Board of Directors

The Board shall manage the property and manage the affairs, business, and operations of the Club. The Board shall consist of six (6) Regular Members. The membership shall elect Board members at the stated meeting held in the fall of each year. Each elected member of the Board shall enter into the performance of his or her stated duties effective January 1 of the year following their election to the Board.

SECTION 2: Dues and Fees

The board may set or raise dues, and fees, as may be necessary to operate the club. Any such action by the board shall be temporary until ratified at a regular or special meeting of the members.

SECTION 3: Capital Assets

The Board may not acquire or dispose of any capital asset whose value exceeds \$10,000 without approval of a majority of the regular membership at a regular meeting.

SECTION 4: Terms

Members of the Board shall hold office for a term of three years. The terms of the Board shall be staggered so that the terms of two members shall expire each year. Two Board members shall be elected at each annual business meeting, which shall be held during the fall of each year. Any board seat that is vacated midterm shall be filled from the eligible membership by a majority vote of the remaining board.

SECTION 5: Committees

The Board, in addition to the general powers granted in Sections 1, and 2 above, shall appoint such committees as it may deem necessary. The President shall nominate members of committees. The Chair of each standing committee shall report directly to the Board.

- a. The Board has the power to employ agents it deems proper to carry out measures it determines shall promote the purposes and interests of the Club and to protect the interests and welfare of its members.
- b. The Board shall issue rules and regulations concerning the operation, use, and maintenance of aircraft and equipment, as it deems proper and necessary.
- c. The board may suspend the privileges of any member for failure to follow the rules and policies of the club, including non-payment, or on the express recommendation of the safety committee or Chief Instructor.

SECTION 6: Calling Meetings

The board shall convene when two members or the President shall direct.

SECTION 7: Quorum of the Board

A quorum of the Board shall be three (3) members. Failing the presence of a quorum at any meeting of the Board, a lesser number may adjourn the meeting to a later date.

SECTION 8: Power to Remove

The Board may remove any member by a vote of 2/3 of the Board members present at any meeting of the membership in the same manner as set forth for the removal and suspension of members.

- a. The Board may remove any officer of the Club by a vote of 2/3 of the Board members present at any regular meeting of the Board of Directors.

SECTION 9: Vacancies

The Board shall fill any vacancy in the membership of the Board or in the officers of the Club pending the next membership meeting. An election shall be held at that meeting to fill the vacancy for the remainder of the unexpired term of that Board position. The newly constituted Board shall then fill any vacant officer position by majority vote.

SECTION 10: Ex Officio

The immediate past President, as an Active member, shall be an ex officio member of the Board for the first year following that member's term of office. An ex officio member has no vote unless also duly elected as a regular Board member. In the event of a tie vote on any issue before the Board the Past President shall have voice and vote to determine the then pending matter.

ARTICLE III MEETINGS

SECTION 1: Annual Meeting

Members of the club shall meet at least once each year in the fall at a time and place which the Board shall determine. The Board shall issue notifications by mail (electronic or postal) addressed to the last known address of each member and shall post said notice not less than fifteen nor more than thirty days before the meeting.

SECTION 2: Special Meetings

Any five regular members may call a Special Meeting of the membership upon written request by filing a request with the Secretary.

SECTION 3: Members

The Membership shall at the annual or special meeting:

- a. Elect Emeritus Members.
- b. Determine or ratify dues, fees and other charges for each membership category

SECTION 4: Quorum

A quorum, for meetings of the membership, shall be fifty percent (50) of all Regular members of the Club. Representation shall be determined by counting Regular members present, valid proxies, and mail-in ballots.

SECTION 5: Order of Business

The order of business shall be as follows at all meetings of the members of the Club and of the Board:

- a. Calling of the roll
- b. Proof of mailing of notice of the meeting
- c. Reading of the minutes of the previous meeting
Receipt of communications
- d. Elections as required
- e. Reports of officers
- f. Reports of committees
Unfinished business
- g. New business

A majority of the Regular Members voting at member meetings, or of the Board members present at Board Meetings, may alter or suspend the order of business.

SECTION 6: Voting

Any active member of the Club entitled to vote at any meeting thereof may vote by proxy or by mail (electronic or postal) on forms, which the Board shall provide. Any such proxy or ballot shall be revocable upon attendance at the meeting by said member.

SECTION 7: Electronic Meetings

Board meetings and committee meetings may be held by the agreement of all members of that Board or committee, using alternate means such as conference calls or video conferencing.

ARTICLE IV OFFICERS

SECTION I: Officers

At the first meeting of the newly constituted board following the Annual Meeting in the fall of each year, the Board shall elect, by a majority of the members of the Board then present, the following officers to hold office during the following calendar year:

1. President,
2. Vice President,
3. Secretary,
4. Disbursing Treasurer
5. Receiving Treasurer.

The President and Vice President shall be Board members (Directors) of the Corporation.

The Secretary, Disbursing Treasurer, and Receiving Treasurer shall be active members and shall serve at the pleasure of the board.

SECTION 2: President

The President shall preside at all meetings of the Board and of the members. The President shall be a member ex officio of all committees, have the power to call meetings and special meetings, supervise the Club's affairs and activities, and recommend to the members and to the Board such matters as may improve and promote the affairs and welfare of the Club.

SECTION 3: Vice President

The Vice President shall perform the duties of the President in case of the latter's absence or inability to act for any cause. The Vice President shall also audit the books and records of the Disbursing Treasurer at the end of each year.

SECTION 4: Secretary

The Secretary shall give due notice of all meetings of the membership, the Board, and committees, and keep full and complete records of all their transactions and business. The Secretary shall conduct all correspondence and carry into execution all orders, votes, and resolutions not otherwise committed, and keep full and complete copies of all correspondence, ownership documents, registrations, logbooks, and membership rolls.

SECTION 5: Treasurers

The Disbursing Treasurer and Receiving Treasurer shall receive and collect all monies and other funds of the Club, keep and maintain records of all monies received and disbursed and make a report thereof at each meeting of the membership and otherwise as directed by the

Board. They shall deposit all monies and other credits in a bank or other financial institution to the credit of the Club as directed by the Board.

SECTION 6: Operations of Club

Board members and such other members appointed by the President shall supervise the operation and maintenance of Club aircraft, buildings and equipment, and enforce all rules and regulations of the FAA, the airport, and the Board pertaining thereto. The Board may make or authorize expenditures that, in its opinion, are considered reasonable and necessary to maintain and operate the club, up to and including the sum necessary to effect any reasonable and prudent repair to aircraft or property of the Club.

- a. The Board shall appoint a Chief of Aircraft Maintenance (CAM) annually, to serve per a job description, which the Board shall supply.
- b. Members shall maintain aircraft at the direction of and with the advice and consent of the Chief of Aircraft Maintenance. No member shall undertake repairs or maintenance without first consulting with the CAM.

SECTION 7: Conflict of Interest

No officer or member of the Board may receive any salary or compensation, nor be interested either directly or indirectly in any contract relating to the operations conducted by the Club, nor in any contract for furnishing supplies services or equipment thereto, unless specified exception is made by the affirmative vote of two-thirds of the Regular members voting at any meeting. No agent of the Board shall direct or determine the need for any service or supplies provided by that agent, except as herein provided.

SECTION 8: Chief Instructor and Tow Pilot

At the beginning of each calendar year the board of Directors shall approve candidates for the positions of Chief Instructor and Chief Tow Pilot.

- a. The instructors as a group shall nominate a chief instructor. Tow Pilots as a group shall nominate a Chief Tow Pilot
- b. The Board or 1/3 of Regular Members shall determine when the positions of chief instructor and or the chief tow pilot shall require an election or re-election.

SECTION 9: Safety Committee

There shall be a Safety Committee as a standing committee of the Club, which committee shall have at least three members, one of whom shall be an instructor and one of whom shall be a tow pilot as members of the committee. The Board shall appoint the Safety Committee at the first meeting of each year.

ARTICLE V MEMBERSHIP OBLIGATIONS

SECTION 1: Regular Member Billing

The Receiving Treasurer shall send each member a statement of monies due the Club at regular intervals as determined by the billing policy of the club and the Board.

SECTION 2: Billing for Others

Special Tow Pilot members shall be billed annually. Guest, Temporary, Student, and Introductory members shall pay their dues upon joining the Club.

SECTION 3: Resignation from the Club

Any active member may resign upon payment in full of any and all obligations owed to the Club. The Board may, at its discretion, repurchase the share of any active member by refunding to the member the amount of the initial share that is refundable, after first deducting all charges and expenses which shall be due from the member to the Club. The membership shall then be terminated.

SECTION 4: Expulsion of Members by the board

The Board, by a 2/3 majority vote, may expel any member who is more than three months overdue in paying dues and fees. Upon such expulsion, the member shall forfeit all rights and privileges without refund or compensation in any manner, except that the Board shall refund the amount of the member's initial share that is refundable reduced by the value of the debt.

SECTION 5: Expulsion of Members by the Membership

Regular Members may, by a vote of 2/3 of members present at any meeting of the membership, suspend or expel any member for cause, such as violation of the Bylaws of the Club or for conduct prejudicial to the best interests of the Club, provided that written notice specifying the charges be mailed to the subject member not less than fifteen days in advance of the meeting at which such action is taken. This notice shall state the date, time and place of the meeting and shall further provide that the member may answer and defend against the charges proffered at the meeting. Voting by mail or by proxy shall not be permitted at such a meeting concerning the charges proffered. In the event of the expulsion of a member, the membership share shall be forfeited, along with all rights and privileges without refund or compensation in any manner. Any expulsion or suspension is to take effect upon the date of mailing of the notice of such action to the member, which notice shall be mailed by the Secretary within five days after such actions have been taken.

ARTICLE VI MISCELLANEOUS

SECTION 1: Assessments and Fees

The membership may levy general assessments of additional fees or contributions on the membership by a concurring vote of 2/3rd of the Regular members voting or represented by proxy at a membership or special meeting provided the subject vote has been announced to the membership by mail (electronic or postal) not less than seven nor more than thirty days before the meeting, and at least of the Regular members shall be either present or represented by proxy or mail-in ballot.

SECTION 2: Disbursing

Checks and other instruments for the disbursement of funds greater than \$200 payable to the Disbursing Treasurer shall be executed by any two of the following officers: President, Vice President, and Disbursing Treasurer.

SECTION 3: Capital Expenditures

The authorization of capital expenditures shall be made by the concurring vote of 2/3 of the Regular members voting, or represented by proxy, at a meeting provided that the vote has been announced to members by mail (electronic or postal) not less than seven nor more than thirty days prior to the meeting, and at least of the Regular members shall be either present or represented by proxy.

ARTICLE VII AFFILIATION

SECTION 1: SSA

The Club shall affiliate with the Soaring Society of America ("SSA") and all Regular and Junior members shall be members of the SSA in accordance with the regulations of the SSA pertaining to Chapter Clubs. The Secretary and the Disbursing Treasurer shall provide such membership by the payment of dues and the furnishing of necessary and required information to the SSA.

ARTICLE VIII AMENDMENTS

SECTION 1: Amendments

These Bylaws may be amended, repealed, or altered in whole or in part by the vote of ¾ the Regular members present or represented by proxy at a meeting, provided the subject vote has been announced to the membership not less than seven nor more than thirty days prior to the meeting, and at least ¾ of the members shall be either present or represented by proxy or mail-in ballot.

These are the Bylaws of the Finger Lakes Soaring Club, Inc. as of March 28th, 2015

Attest
Rick Lafford, Recording Secretary