

# Oklahoma Airmen Flying Club By-Laws

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# **Oklahoma Airmen Flying Club By-Laws**

## **Article 1 Name**

The Club's name shall be the OKLAHOMA AIRMEN FLYING CLUB, INC. (the "Club"). The Club shall be a non-profit corporation incorporated in the State of Oklahoma.

## **Article 2 Purpose**

The purpose of the Club is to engage in any lawful act or activity for which corporations may be organized under the general corporation law of Oklahoma and shall operate according to the requirements of Internal Revenue Code Section 501(c)(7), or the corresponding section of any future federal tax code. The Club is organized for pleasure, recreation, and other non-profitable purposes, substantially all of the activities of which are for such purposes and no part of the net earnings of which inures to the benefit of any private shareholder.

## **Article 3 Membership**

### **Section 3.01      Classes of Membership**

The Club shall have following classes of Membership.

- A. Voting Members are individuals without a past-due financial obligation to the Club and whose voting privileges have not been suspended. A Voting Member may use the Club's resources available to Voting Members as defined in the Operations Manual, and vote in all elections and collective Club decisions. Voting Members share equally in the property rights of the Club.
- B. Non-Voting Members are individuals that participate socially and financially in the Club but are not able to vote in any elections and collective Club decisions. A Non-Voting Member may use the Club's resources as defined in the Operations Manual. Non-Voting Members do not share in the property rights of the Club.
- C. Probationary Members are persons that have submitted a membership application to the Club as described in Section 3.02. Probationary Members may be granted use of the Club's resources available to Voting Members as defined in the By-laws. Probationary Members are not allowed to vote in any election or collective Club decisions. Probationary Members do not share in the property rights of the Club.

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### **Section 3.02      Application for Probationary Membership**

- A. A person may submit a membership application and application fee to the Board. In the membership application, the person must confirm that they have read and understood the Club's By-Laws, Operations Manual, other relevant information.
- B. An applicant should be a minimum of sixteen (16) years of age or older. Any Board Member may approve a membership application for processing.
- C. After approval for processing, the person shall meet with at least one (1) member of the Board for a personal interview. Then, the Board, in its sole discretion, shall conduct a vote to approve or deny the person a Probationary Membership. If approved, a board member shall inform the person of their Probationary Membership status.
- D. As a condition of Probationary Membership, a person must affirm that their participation in the Club shall be limited to activities according to the Club's purpose.

### **Section 3.03      Approval for Voting Membership**

- A. Probationary Membership must last a minimum of ninety (90) days. During this period, Probationary Members are allowed to demonstrate their ability to safely utilize the Club's resources, develop a financial history with the Club, and express their interest in the Club's affairs. The Board, in its sole discretion, shall conduct a vote to approve or deny an Voting Membership.
- B. Only Probationary Members without a past-due financial obligation may become Voting Members.
- C. Probationary Members that are denied a Voting Membership are disqualified from further Club participation and shall not receive a refund for any monies paid to the Club.

### **Section 3.04      Suspended Status**

- A. Any member may become Suspended according to the terms of the By-Laws or if the Board, in its sole discretion, determines that the Member has failed to maintain good standing with the Club.
- B. Any member with an unexcused past-due financial obligation of more than sixty (60) days, shall not be in good standing with the Club, and shall be designated as Suspended.
- C. The Board, in its sole discretion, may determine that the status of a Voting, Non-Voting or Probationary Member shall be changed to "Suspended." The Member shall be notified in writing thirty (30) days prior to the status change. The Member shall have the right to be heard in person, with or without the presence of counsel, at a meeting of the Board or the Members called for this purpose. The Member's request for a meeting shall be in writing.
- D. Members designated as Suspended are not eligible to use the Club's resources, or vote in any elections or collective decisions of the Club, if previously allowed by their

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membership.

- E. Members designated as Suspended shall not be relieved of their financial obligations to the Club.
- F. The status of Suspended may only be removed by a full payment of all past-due financial obligations owed the Club, a majority vote of the Board, or a majority vote of the Voting Members.

## **Section 3.04      Resignation of Membership; Readmission**

- A. A Resigning Member shall submit his resignation in writing to the Board.
- B. A Resigning Member is not eligible to use the Club's resources, or vote in any election or collective Club decisions, if previously allowed by their membership.
- C. The Resigning Member shall be liable for all financial obligations through the end of the month in which the resignation was received. The Resigning Member shall remain liable for all prior financial obligations.
- D. The Resignation shall be effective upon approval by the Board.
- E. All fees and dues paid by a Resigning Member shall be and remain the Club's property. Such Member shall not be entitled to any refunds except such amounts as may be refundable under the Operations Manual in effect at the time of resignation.
- F. A former Member who desires readmission to the Club may do so after meeting the requirements of Membership as outlined in this Article 3. The Board, in its sole discretion, may waive the application fee, the personal interview, or the probationary period.

## **Section 3.05      Expulsion**

- A. A member may be expelled, with or without cause, by a two-thirds vote of the members voting at any regular or special meeting at which there is a quorum or by a unanimous vote of the Board. The Member shall be notified in writing ten (10) days prior to the meeting.

The Member shall have the right to be heard in person, with or without the presence of counsel, at a meeting of the Board or the Members called for this purpose.

- B. Expelled Members shall not be relieved of their financial obligations to the Club.

## **Article 4 Meetings of Members**

### **Section 4.01      Annual Meeting of the Members**

The Annual Meeting of the Club Members shall be held during the month of April at a place and

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time designated by the Board. The agenda of the Annual Meeting shall include (1) a report by the President (2) a report by the Treasurer; (3) a report by the Maintenance Officer; (4) a report by the Operations Officer; (5) other reports deemed necessary or relevant by the Board; (6) votes requiring a collective Club decision; (7) votes for the election of Club Officers; and (8) other items timely submitted to the Board for inclusion on the agenda.

## **Section 4.02 Regular Meetings of the Members**

Regular Meetings of the Club Members shall be held at least three times annually, at a place and time designated by the Board. The Agenda for the Regular Meetings shall include reports on the Club's activities and items timely submitted to the Board for inclusion on the agenda.

## **Section 4.03 Special Meetings of the Members**

Special Meetings of the Club Members may be held at a place and time designated by the Board or by written petition of at least 20.0% of the Club Voting Members. The Board shall call a Special Meeting within thirty (30) days of receiving a written petition.

## **Section 4.04 Protocols for Member Meetings**

- A. Each Club Member eligible to vote shall have only one (1) vote. Non-Voting Members, Probationary Members or Suspended Members are not eligible to vote. Fractional votes are not permitted.
- B. For all Member Meetings, a quorum shall consist of one-third (1/3) of the Club Members eligible to vote. Once a quorum is present, the Member Meeting shall be called to order by 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 Club Members present. The Club Officer calling the Member Meeting to order shall act as the presiding officer.
- C. A majority vote of the Club Members present and eligible to vote at a meeting at which there is a quorum is necessary for the adoption of any resolution or for the election of Club Officers and Board Members.

## **Article 5 Board of Officers**

### **Section 5.01 Election of the Board of Officers**

- A. The Board of Officers (the "Board") of the Club shall consist of a President, Vice President, Secretary, Treasurer, Maintenance Officer, Operations Officer and Ad Hoc Officer.
- B. The Board of Officers shall be elected during the Annual Meeting of the Members.

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- C. Prior to the Annual Meeting of the Members, a Voting or Non-Voting Member may request that their name be added to the ballot for a specific Club Officer position. The request may be oral or written.
- D. During the Annual Meeting of the Members, the Presiding Officer shall accept nominations of Voting Members made from the floor for specific Club Officer positions.
- E. The Presiding Officer shall then conduct a vote for each Club Officer position. The candidate receiving the highest number of votes is declared elected to the office.

### **Section 5.02      President**

- A. The President shall preside at all Member Meetings and Board Meetings. The President may call a Special Meeting of the Members. The President with the Secretary shall execute all contracts, and instruments (other than checks) which the Board has approved.
- B. The President shall serve as a member of the Board without compensation or reward. The President shall provide a report at the Annual Meeting of the Members.
- C. The President shall serve as an ex officio member of all Club committees.
- D. The President, subject to the advice and consent of the Board, shall be responsible for the overall operation and management of the Club. The President shall enforce all Board decisions regarding the suitability of all equipment and the qualifications of all Members for every type of flight operations.
- E. The President shall perform all other duties as usually pertain to the office.

### **Section 5.03      Ad Hoc Officer**

- A. The Ad Hoc Officer shall serve as a member of the Board without compensation or reward.
- B. The Ad Hoc Officer shall be the Presiding Officer of the Suspension Hearings and Expulsion Hearings
- C. The Ad Hoc Officer shall perform all other duties as usually pertain to the office.
- D. The Ad Hoc shall perform other duties as may be assigned from time to time by the President.

### **Section 5.04      Vice President**

- A. The Vice President shall perform the duties of the President in the absence or at the request of the President.
- B. The Vice President shall serve as a member of the Board without compensation or reward.

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- C. The Vice President shall serve as the Chairman of the Membership Committee.
- D. The Vice President shall serve as the Public Relations Officer of the Club, which duties shall include the publication of Club information and attendance at various social functions and public meetings as the Club's representative.
- E. The Vice President shall perform all other duties as usually pertain to the office.
- F. The Vice President shall perform other duties as may be assigned from time to time by the President.

### **Section 5.05      Secretary**

- A. The Secretary shall keep the minutes of all Member Meetings, Board Meetings, Suspension Hearings, and Expulsion Hearings. The Secretary shall publish the notices of all Member Meetings and Board Meetings. The Secretary shall serve notice of all Suspension Hearings and Expulsion Hearings. The Secretary shall keep a roster of all members. The Secretary shall maintain a current copy of the Club's By-Laws, Rules and Regulations, Operations Manual, and other documents as the Board may direct. The Secretary with the President shall execute all contracts, and instruments (other than checks) which the Board has approved.
- B. The Secretary shall serve as a member of the Board without compensation or reward.
- C. The Secretary shall serve as a member of the Member Committee.
- D. The Secretary shall perform all other duties as usually pertain to the office.
- E. The Secretary shall perform other duties as may be assigned from time to time by the President.

### **Section 5.06      Treasurer**

- A. The Treasurer, as the Club's agent, shall execute all checks for expenditures authorized by the Board. The funds of the Club shall be placed in such bank or banks as may be designated by the Board. The Treasurer shall account for all receipts, disbursements, the balance of the bank accounts, and other financial reports as requested by the President and the Board. The Treasurer shall be responsible for the Club's compliance with federal and state tax laws.
- B. The Board may or may not require the Treasurer to be bonded. Any such premium shall be paid as an expense of the Club.
- C. The Treasurer shall serve as a member of the Board without compensation or reward. The Treasurer shall provide a report at the Annual Meeting of the Members. The report shall include a balance sheet, an income statement, and a statement of cash flows.
- D. The Treasurer shall perform all other duties as usually pertain to the office.



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- E. The Treasurer shall perform other duties as may be assigned from time to time by the President.

### **Section 5.07 Maintenance Officer**

- A. The Maintenance Officer shall be responsible for the maintenance of Club aircraft.
- B. The Maintenance Officer shall be responsible for maintaining all records and flight worthiness of the Club's aircraft and scheduling all preventive and reactive maintenance.
- C. The Maintenance Officer shall serve as a member of the Board without compensation or reward. The Maintenance Officer shall provide a report at the Annual Meeting of the Members.
- D. The Maintenance Officer shall perform all other duties as usually pertain to the office.
- E. The Maintenance Officer shall perform other duties as may be assigned from time to time by the President.

### **Section 5.08 Operations Officer**

- A. The Operations Officer shall be responsible for the preparation, maintenance, and publication of the Club's Operations Manual.
- B. The Operations Officer shall be responsible for managing flight activities and the flight status of the Active Members.
- C. The Operations Officer shall monitor the flight scheduling software so that only eligible Active members may use the Club's aircraft. The Operations Officer shall maintain the flight scheduling software.
- D. The Operations Officer shall serve as a member of the Board without compensation or reward. The Operations Officer shall provide a report at the Annual Meeting of the Members.
- E. The Operations Officer shall serve as a Chairman of the Safety Committee.
- F. The Operations Officer shall perform all other duties as usually pertain to the office.
- G. The Operations Officer shall perform other duties as may be assigned from time to time by the President.

### **Section 5.08 Protocols of the Board of Officers**

- A. The overall management and control of the Club and Club's property shall be vested in the Board of Officers. The Board shall have the power and authority to do and perform, or cause to be done or performed, any act which the Club may lawfully do and perform.
- B. The Board shall have the power and the authority to enforce by suspension, expulsion, or monetary fine the Club's By-Laws, Rules and Regulations, and Operations Manual.

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- C. Three (3) members of the Board shall constitute a quorum. An affirmative vote of the majority of the Officers present shall be necessary to pass any resolution or authorize any act of the Club.
- D. In the case of a vacancy on the Board, the President shall call a Special Meeting of the Members to vote on a replacement.
- E. Special Meetings of the Board shall be called by the Secretary at any time on the order of the President or the order of any two (2) Officers. Notice of the Special Meeting may be oral or written. Notice of the Special Meeting must be given at least twenty-four (24) hours before the Special Meeting unless all Officers participate in the meeting.
- F. The Board shall cause to keep an accurate record of all its acts and the proceedings of its meetings. A Club Member may request that the Board's books and records be made available for inspection during an Annual or Regular Member Meeting

### Article 6

#### Committees

##### Section 6.01 Committees in General

- A. All committees shall report directly to the Board.
- B. Committee members shall be appointed by the Board from the roster of Voting and Non-Voting Members.
- C. The Board may create additional committees when, in its sole discretion, it is necessary for the proper operation and betterment of the Club.

##### Section 6.02 Membership Committee

The purpose of the Membership Committee is to actively recruit potential Club Members in an effort to maintain a full roster of Club Members.

##### Section 6.03 Safety Committee

- A. The purpose of the Safety Committee is to investigate all accidents or incidents involving Club aircraft or equipment and all infractions of flight safety rules of the FAA or the Club.
- B. After any accident, incident, or infraction of flight safety rules of the FAA or Club (the "Event"), the Safety Committee shall prepare a written report that:
  - 1. Describes the investigation of the facts, conditions, and circumstances of the Event;
  - 2. Arrives at conclusions regarding the probable cause and potential responsibility of the Event;

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3. Recommends any changes to the Club's By-Laws, Rules and Regulations or Operations Manual that may help prevent a similar event;
4. Recommends whether or not any disciplinary action shall be taken against a Club Member; and
5. Recommends any other action that the Club or the Board should consider.

### **Section 6.03 Special Event Committees**

From time to time, the Board may create a Special Event Committee to help the Club achieve its Club purpose.

## **Article 7 Finances**

### **Section 7.01 General**

- A. It is the intention of the Board to manage the financial affairs of the Club so that the Club is financially stable and self-supporting.
- B. Any financial surplus shall remain the property of the Club and shall not be distributed to Club Members.
- C. From time to time, the Board may designate any surplus for a specific purpose (i.e., "rainy day" fund). Such funds must be used in accordance with Section 7.03.
- D. No monies or assets of the Club shall be distributed to any Club Member except as described in Article 9 Dissolution of the Club.

### **Section 7.02 Dues and Fees**

- A. The Board is authorized to establish a schedule of annual or monthly dues for each class of Club Membership.
- B. The Board is authorized to establish an hourly or per-use rate for each of the Club's resources for each class of Club Membership.
- C. Any change in Dues or Fees must be approved by a two-third (2/3) vote of the Board

### **Section 7.03 Monetary Limits**

- A. The Treasurer shall be authorized to approve any one-time expenditure of funds up to two thousand five hundred dollars (\$2,500.00) for any one-time expenditure.
- B. The Board shall be authorized to approve any one-time expenditure of funds up to fifteen thousand dollars (\$15,000.00).

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- C. Any expenditures greater than fifteen thousand dollars (\$15,000.00), must be approved by a simple majority vote of the Club Members eligible to vote at an Annual, Regular, or Special Meeting of the Members.
- D. No Club Member or Officer is permitted to financially obligate the Club except as provided in this Section 7.03.

### Article 8 Safety Review

#### Section 8.01 Notice of Review

After the Board has received a Safety Committee Report (the "Report"), the Board shall send digitally written notice to the Club Members involved that the Board intends to conduct a Review of the Report's recommendations. A copy of the Safety Committee Report shall be provided to the notified Club Member, or a representative of their estate (the "Party"). The Party, shall notify the Board in writing if they desire to waive the opportunity to attend the Review.

#### Section 8.02 The Review

- A. During the Review, the Party, shall be allowed to present information to the Board regarding the Event.
- B. The Safety Committee shall be allowed to present information to the Board regarding the Event.
- C. If the Board determines that the incident was not in violation of the FAA or the Club's flight safety rules, the Party, in the Board's sole discretion, may be held financially responsible for up to 20.0% of the financial obligation of the Event, not to exceed two thousand five hundred dollars (\$2,500.00).
- D. If the Board determines that the incident was in violation of the FAA or the Club's flight safety rules, the Party, in the Board's sole discretion, may be held financially responsible for up to 100.0% of the financial obligation of the Event.
- E. The decision of the Board shall be final and unreviewable.

#### Section 8.03 Financial Obligation of Club Member

Any financial obligation of a Club Member, or their estate, as determined by Section 8.02 shall be satisfied within sixty (60) days of a written notice sent to the Party. If the financial obligation is not satisfied, the Club Member shall automatically be expelled from the Club and their flight status immediately revoked. The Board, in its sole discretion, may initiate legal action to collect the amount owed.

### Article 9 Dissolution of the Club

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## **Section 9.01 Proposed Dissolution of the Club**

- A. The Board shall consider a petition to dissolve the Club if it contains the signature of not less than 50.0% of the Voting Members.
- B. The President, in his sole discretion, may call a Special Meeting for the purpose of considering the petition of dissolution.
- C. Not less than fifteen days before the Meeting of the Members (whether Annual, Regular or Special), the Secretary shall (1) publish the petition of dissolution on the Club website; (2) email a copy of the petition of dissolution to the Club Members eligible to vote; and (3) if requested by a Club Member, mail a copy of the petition of dissolution to the Club member.

## **Section 9.02 Voting on the Petition of Dissolution**

At the Meeting of the Members (whether Annual, Regular or Special), the Presiding Officer must determine whether or not a quorum is present. If a quorum is not present, the petition of dissolution shall fail and be considered null and void. If a quorum is present, the Presiding Officer shall conduct a vote regarding the proposed amendment. Only Voting Members shall be allowed to vote on the petition of dissolution. The proposed amendment shall be approved upon a three-fourths (3/4) majority of the Voting Members eligible to vote.

## **Section 9.02 Approval of the Petition of Dissolution**

If the petition of dissolution is approved, the Board shall be designated as trustees and shall marshal and sell all the Club's assets, and from the proceeds, pay all the outstanding obligations and debts of the Club. Any funds remaining shall be distributed equally among the Voting Members. The Board shall then file any necessary government documents to complete the dissolution.

## **Article 10 Amendment to the By-Laws**

### **Section 10.01 Proposed Amendment to the By-Laws**

- D. Any Voting Member may submit in writing a proposed amendment to the By-Laws during an Annual Meeting or any Regular Meeting of the Members.
- E. The President, in his sole discretion, may call a Special Meeting for the purpose of considering the proposed amendment.
- F. Not less than fifteen days before the Meeting of the Members (whether Annual, Regular or Special), the Secretary shall (1) publish the proposed amendment on the Club website; (2) email a copy of the proposed amendment to the Club Members eligible to vote; and (3) if requested by a Club Member, mail a copy of the proposed amendment to the Club member.

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## **Section 10.02      Voting on the Proposed Amendments**

At the Meeting of the Members (whether Annual, Regular or Special), the Presiding Officer must determine whether or not a quorum is present. If a quorum is not present, the proposed amendment shall be tabled until the next Annual or Regular Meeting of the Members. If a quorum is present, the Presiding Officer shall conduct a vote regarding the proposed amendment. The proposed amendment shall be approved upon a two-thirds (2/3) majority of the Voting Members in attendance.