

SOUTH SEMINOLE FLYING CLUB, INC. — BY-LAWS

Effective September 11, 1985

Revised 1986 (March), 1996 (March), 2001 (June), and 2004 (June)

ARTICLE I - NAME

The name of this organization shall be South Seminole Flying Club, Inc.

ARTICLE II - PURPOSE

The purpose of the corporation shall be to provide for its members convenient means for private flying at the most economical rates for educational and non-commercial uses.

ARTICLE III - MEMBERSHIP

Section 1 -New Members

New Members shall be admitted to membership in the Club upon compliance with all the following requirements:

1.a Applicant shall attest that he has read, understands and will obey the provisions of the By-Laws and Rules of Operation by his signature upon the application form.

1.b Applicant shall present himself in person for approval by a majority vote of the members in attendance at a Regular or Special meeting of the Club. In lieu of applicant attending meeting in person, approval by the Board shall fulfill this requirement

1.c Applicant, if a licensed pilot or student pilot, shall successfully demonstrate his competence at a flight check by a Club designated FAA Certified Flight Instructor. Applicants who are not licensed shall qualify as members provided they agree to complete their dual training requirements with a Club designated FAA Certified Flight Instructor.

1.d The spouse and/or minor children of a member will be considered family member(s) for flying eligibility purposes if each meets the requirements of 1.a, 1.b, and 1.c of this Article III. The family member shall not be entitled to vote. The member is responsible for all costs incurred by him/her and /or his/her family.

Section 2 -Delinquency

2.a All financial obligations to the Club are considered due on notice from the Club Treasurer.

2.b Any member who has failed to pay any sum(s) due the Club within thirty (30) days after said sum(s) are due, shall be considered delinquent, and shall be suspended from flying the Club aircraft upon written notification by the Club Treasurer.

2.c Within sixty (60) days after the due date, the delinquent member must pay the amount owed or make satisfactory arrangements with the Board of Directors. The failure to take either of these actions shall be considered to be notification of withdrawal, and the provisions of Article III, Sec. 3, shall apply. Delinquent members shall be automatically reinstated upon payment of all sums due.

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Section 3-Withdrawal

3.a A member may request withdrawal from active membership by submitting written notification to the Club Treasurer. The withdrawal becomes effective at the beginning of the calendar month in which the Club Treasurer receives the member's written request. The member's monetary obligations to the Club at the time of the withdrawal are not affected by withdrawal from active membership.

Section 4-Expulsions

4.a A member can be expelled from Club membership by a two-thirds affirmative vote of a quorum of the Board of Directors. This action must take place at either a regular Board meeting or a special meeting called for the purpose, provided ten (10) calendar days written notice shall have been given the defendant member. He shall have the right to be heard either in person or through counsel at the meeting. The member's monetary obligation to the Club existing at the time of expulsion is not affected by the expulsion from membership.

Section 5-Classes of Membership

There shall be four classes of membership: Active, Military Leave, Inactive and Honorary.

5.a Active Membership – Active membership entitles the member to all the rights and obligations enumerated in these By-Laws and the South Seminole Flying Club Rules of Operation.

5.b Military Leave – An Active member may request a change to Military Leave for a period of twenty-four (24) consecutive months, hereinafter referred to as period, by submitting written notification to the Club Treasurer. This status will only apply for the period such member is away from Sanford on Military Duty with a branch of the United States armed forces for a distance greater than 50 nautical miles. The change to Military Leave becomes effective at the end of the calendar month in which the Club Treasurer receives the written request. The member's monetary obligation to the Club existing at the time of the status change is not affected by the status change. During this period, the member has no status with the South Seminole Flying Club other than the right to request a return to Active membership. Upon return to the area, the member must notify the Club Treasurer to reinstate either the Active or Inactive membership, or resign membership. A member on Military Leave is liable for assessments, if billed to the Active members, during his Military Leave period.

5.c Inactive Membership – An active member may request a change to an inactive status for a period of four (4) consecutive months, hereinafter referred to as period, by submitting written notification to the Club Treasurer. The change to inactive status becomes effective at the end of the calendar month in which the Club Treasurer receives the written request. The member's monetary obligation to the Club existing at the time of the status change is not affected by the status change. During this period, the member has no status with the South Seminole Flying Club other than the right to request a return to active membership. The member may request a return to active status during this same period. For the request to be granted, the Board must approve the request by a majority vote of those in attendance and constituting a quorum at any Board meeting. For the Board

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to consider approval of the request the following minimum conditions must be met: (1) all monthly dues for the inactive period and any other moneys owed the Club are received with the request; (2) all assessments billed during the inactive period are received with the request, and (3) the Club is not at its maximum membership for insurance purposes.

5.d Honorary Membership – The Board may designate an individual as an Honorary member. Designation as an Honorary Member is restricted to those individuals who the Board determines have made significant contributions to the success and welfare of the Club. Honorary Members have no rights under these By-Laws except participation in the club's social activities and meetings.

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ARTICLE IV - FINANCES

Section 1 – Membership Equity in Event of Dissolution

1.a To arrive at the equity of each member, the Club Treasurer shall determine the total number of Active, continuous membership months for all then active Club memberships in good standing, then divide this sum into the net total assets of the defunct Club. This will give the per share value due each member for each month of his/her current continuous membership in good standing. His or her total months of membership in good standing, multiplied by this per share value, will constitute each member's settlement of Club net assets.

For the purposes of this Section the following clarifications and definitions are applicable:

1. **Active** shall mean any member who is paying monthly membership dues in funds or through services provided.
2. An **Inactive member** is not entitled to any asset distribution.
3. **Continuous membership** means consecutive months since the current Active membership at the time of Club dissolution. Any prior membership period shall not be credited in determining active continuous membership for the purposes of this section.
4. **Good standing** means being current with payment of all financial obligations to the Club as well as not being under any noticed sanction from the Club for violation of any Operating Rules or By-Laws.

Section 2 -Dues

2.a Dues shall cover the cost of insurance, annual inspections, monthly tie downs, administrative costs, financing costs and other fixed costs along with a contingency fund established by the Board of Directors. Each year the President shall appoint a three member committee to determine these costs. The Chairman shall be the Treasurer. The Committee shall present its findings to the Board of Directors. The Board shall present the proposed dues to the membership for approval at a regular or special meeting. A majority affirmative vote of the members in attendance at such meeting shall constitute approval.

2.b Dues shall be due and payable upon notification by the Treasurer and shall be considered delinquent after thirty (30) days.

Section 3 -Airplane Operating Costs

3.a All direct airplane operating costs shall be borne by each member in proportion to the amount of time flown by the member. Direct operating costs shall mean (1) fuel, (2) oil (3) all current maintenance for the engine, airframe and avionics and a pro-forma cost estimate of engine replacement and other finite life items. The President shall appoint a Rate Committee each year to review the rate structure to assure compliance with this provision of the By-Laws. This committee shall consist of the Treasurer, Maintenance Officer and a member-at-

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large appointed by the President. This committee shall recommend to the Board of Directors the hourly flying rates for the forthcoming year. The Board shall then present proposed rates to the membership for approval at a regular or special meeting. A majority affirmative vote of the members in attendance at such meeting shall constitute approval.

Section 4 -Assessments

4.a Special financial requirements of the Club shall be met by assessment of the members as required. The amount and purpose of such assessments shall be approved by the members at a regular or special meeting of the Club upon recommendation by the Board of Directors.

Section 5 -Surplus

5 a. A monetary surplus shall in no event be distributed among the members of the Club for their individual use.

Section 6 -Liability

6.a In the event that a Club aircraft is damaged while under the jurisdiction of a Club member, that member shall pay the cost to repair the damage to the aircraft. If the damage is covered by any Club insurance policy, the member shall pay the deductible amount as stated in the policy. If the member feels there are circumstances associated with the accident in which the damage occurred that would mitigate his/her liability for the costs of the repair, he/she may request a hearing of the Board of Directors for a final determination as provided in Article VII.

6.b The Club carries liability insurance for property damage and personal injury. This insurance provides a basic level of protection to both the Club and its members. However, each member is encouraged to supplement this coverage with his/her own insurance policy coverage to provide the protection level appropriate to his/her net worth.

6. c .A member is liable for all legally incurred debts to the Club.

Section 7 -Capital Assets

7.a The purchase or sale of aircraft or equipment less than \$2000 (two thousand dollars) shall be by a majority vote of a quorum of the Board of Directors. Any amount of \$2000 , or more, shall be by two-thirds or more of the membership in attendance at a regular or special meeting with a quorum present. Meeting notices for special meetings shall be in accordance with Article V Section 2.b.

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ARTICLE V - MEETINGS

Section 1 -Meetings

- 1.a Regular - Regular monthly meetings shall be held at a time and place to be designated by the President.
- 1.b Annual - The first meeting of the month of April shall be designated as the Annual Meeting, at which time the members shall elect by secret ballot a Board of Directors as constituted by these By-Laws, Article VI.
- 1.c Special - All meetings of the membership-at-large other than regular or annual meetings shall be designated special meetings. Special meetings shall be held at such time and place as the President shall determine, or may be called by a majority of the Directors, or by written petition of at least twenty percent (20%) of the membership. A special meeting called as a result of a written petition shall be held at a time and place to be designated by the president but in no case shall it be held later than ten (10) calendar days after submission of the petition to any member of the Board of Directors.
- 1.d Board of Directors - Meetings of the Board of Directors shall be called at a time and place designated by the president.
- 1.e Committee - Committee meetings shall be held at a time and place to be determined by the Chairman of the Committee.

Section 2 -Notification of Meeting

- 2.a Regular - The Secretary or his/her designee shall provide the members with notification of regular meetings.
- 2.b Annual and Special - The Secretary or his/her designee shall provide the members with notification in writing of Annual and Special meetings at least five (5) calendar days prior to such meetings. The Newsletter shall be considered notice if it meets the five day requirement.
- 2.c Members of committees or the Board of Directors shall be notified of meetings by the respective chairman.

Section 3 -Quorum

- 3.a Provided total membership is duly notified, a quorum shall consist of twenty percent (20%) of the members in good standing and being present.
- 3.b For Board of Directors and Committee meetings a quorum shall consist of a simple majority of active Officers of the Club being present.

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Section 4 -Conduct and Rules of Order

4.a Regular, annual, and special meetings shall be conducted by the President in accordance with Robert's Rules of Order, except where such Rules of Order are in conflict with these By-Laws. Board of Directors and Committee Meetings shall be conducted by their respective chairmen.

Section 5 -Voting

5.a Eligibility - Each member in good standing shall have one vote. This vote may be cast in person or by written proxy, provided said proxy relates to each specific question.

5.b Method - Open ballots shall be used except that a secret ballot must be employed upon request of any member present. Election of officers must be by secret ballot

Section 6 -Records

6.a Minutes of all meetings of the Club shall be recorded.

ARTICLE VI - ADMINISTRATION

Section 1 -Authority

1.a The administration of this Club shall be vested in a Board of Directors consisting of the seven elected officers: President, Vice-President, Secretary, Treasurer, Maintenance Officer, Operations Officer, and Safety Officer, hereinafter described, and all active past Presidents in good standing. The Board of Directors shall have the power to appoint such other individuals as agents of the Board to assist the Board in the conduct of its duties as are deemed necessary. These appointments shall be subject to approval of a majority of the members present and such persons shall be designated either as ex-officio members with or without vote, or a regular member of the Board of Directors.

Section 2 -Powers, Business, and Property

2.a The powers, business, and property of the Club shall be exercised, conducted, and controlled by the Board of Directors.

2.b The Board of Directors shall establish the Rules of Operation for the Club.

Section 3 -Elections

3.a The Board of Directors shall be elected as provided under Article V, Section 1.b

Section 4 -Vacancies

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4.a In the event a vacancy exists by resignation, death, or the prolonged incapacity of a member of the Board of Directors, the remaining Directors shall appoint a replacement from the membership to serve until the next regular or special meeting of the Club, at which time an election by secret ballot shall be held to fill the vacancy for the remaining term.

Section 5 -Compensation

5.a All officers and directors of this Club shall serve without compensation unless approved by the Board of Directors.

Section 6 -Officers

6.a There shall be seven elected officers of this Club; the President, Vice-President, Secretary, Treasurer, Maintenance Officer, Operations Officer, and Safety Officer. These officers shall be members of the Board of Directors.

Section 7 -President

7.a The President shall be the Chief Executive Officer of the Club and shall preside over all meetings of the Club and Board of Directors. He 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 contracts and other instruments, other than checks, which have first been approved by the Board of Directors.

7.b The President shall be responsible to the Board of Directors for the operation of the Club and the Club property.

7.c The President may not be elected to more than two consecutive terms.

Section 8 -Vice-President

8.a The Vice-President shall be vested with all the powers and shall perform the duties of the President in the absence or disability of the President.

Section 9 -Secretary

9.a The Secretary shall keep the Minutes of all proceedings of the members and of the Board of Directors. He/she shall be responsible for the correspondence and records of the Club, including the Official Membership roster. He shall execute with the President all contracts and other instruments of the Club, except checks, which have first been approved by the Board of Directors. The Secretary shall perform the duties of the Treasurer in the absence or disability of the Treasurer.

Section 10 -Treasurer

10.a The Treasurer shall execute all payments and disbursements for expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Club in the bank selected by the Board of Directors, and shall make payments therefrom only by check counter-signed by another member of the Board of Directors. He

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shall provide the Club with a Statement of Revenue and Expense at each regular meeting of the Club and a Balance Sheet at the end of each fiscal year and six (6) months thereafter.

10.b The Treasurer may be required to be bonded, the premium therefore, to be at Club expense.

10.c Any bill to the Club must be approved for payment by two Board Members, one of which can be the Treasurer.

10.d The President shall appoint an Audit Committee in May of each year to audit or review the financial records of the Club to determine that all transactions and records are in accordance with acceptable accounting practices. This committee shall make its report to the Board of Directors.

Section 11 -Maintenance Officer

11.a The Maintenance Officer shall be responsible for maintaining the Club aircraft in proper operating condition, by or under the supervision of a properly certified aircraft and engine mechanic; for obtaining all checks, inspections, major overhauls; and for compliance with all service bulletins for the Club aircraft.

11.b The Maintenance Officer shall be responsible for all official papers to be carried on the Club aircraft, for the execution of all papers required upon the completion of the inspections and repairs, and for maintaining current all information in the log books of the Club aircraft.

Section 12 -Operations Officer

12.a The Operations Officer shall be responsible for enforcement of the Rules of Operation and shall decide the qualifications of the members and the flight equipment for all types of flight operations. He shall recommend for approval to the Board of Directors, all Rules of Operation and changes thereto, and shall report, with recommendations, all violations of such rules by any member of the club.

Section 13 -Safety Officer

13.a The Safety Officer shall be responsible for keeping the members safety conscious. He shall remind them of their periodic instruction requirements, etc. He shall assist the Operations Officer in any way deemed necessary.

ARTICLE VII - HEARINGS

Section 1 -Scope

1.a The Board of Directors shall conduct hearings as required in the By-Laws in all matters concerning safety, financial responsibility, and conduct of the members. The decision of the Board shall be by a two thirds vote of a quorum of the board members in attendance for such hearing. The Board shall report the findings of such hearings to the membership at large, together with its action, unless in the judgment of the Board ,the release of such information would be contrary to the interest of the Club. The Club is empowered to levy fines upon the

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members, provided a hearing before the Board shall have been conducted for the purpose of establishing the facts and recommendations, the hearing to be waived only upon written authorization of the defendant member. The decision of the Board of Directors in all hearings is final .

ARTICLE VIII - AMENDMENTS

Section 1 -Method of Amendment

1.a These By-Laws shall be amended, altered, or rescinded only upon the vote of at least two-thirds of the members voting during a Regular or Special Meeting of the Club. Such amendments must be communicated to the members in writing by the Secretary and may not be acted upon within less than twenty five (25) days after proposal.

1.b If at least 50% of the active membership is in attendance at a Regular or Special Meeting of the Club, the twenty five (25) days notice in Article VIII, Section 1.a is waived.