

THE
SYRACUSE FLYING CLUB
INCORPORATED

BY-LAWS

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Article I.Purpose

Section 1Name

This organization is incorporated under and by virtue of the laws of the State of New York and shall be known as the Syracuse Flying Club, Inc.

Section 2Objective

The Syracuse Flying Club, Inc. (referred to hereafter as the Club) is a not-for-profit membership corporation dedicated to the promulgation of general aviation and providing its members with safe flying at the lowest possible cost. The primary objectives of the Club are to support programs in aviation safety, instruction, organized social activities and to do any and all things in pursuit of the above.

Article II. Membership

Section 1 New Member

- a. Membership is open to all persons, except that the signature of a parent or legal guardian, accepting financial responsibility, is required for all applicants below the age of 21.
- b. Applicants shall be given a copy of the By-Laws and Standard Operating Procedures. A signed affidavit, affirming that the applicant has received, read and fully agrees to abide by such By-Laws and Procedures, shall be a part of membership applications. No application may be acted upon by the Club unless such affirmation has been executed.
- c. Application for membership shall be made to the Membership Chairman. The membership application shall be accompanied by an initiation fee and a copy of the applicant's medical certificate. The Treasurer, with the Membership Chairman, will approve or reject the membership application. If the application is not approved by both, the applicant may request a review and decision by the Board of Directors. If the application is then not approved by the Board of Directors, all monies paid will be refunded.

Section 2 Membership Limitations

Club membership shall not exceed 25 members for each Aircraft. At such time as the membership achieves this level, the board of directors, or appointees, will begin evaluation and investigation into the purchase of an additional aircraft.

Section 3 Membership Termination's

- a. A member may resign from the Club by written notice to the Treasurer. Resignations shall become effective on the first of the month following notification.
- b. If a new member wishes to withdraw from the Club during his/her first 30 days of membership, he/she may submit a written resignation and a request for a refund of his/her initiation fee to the Board of Directors. The Board of Directors, at its sole discretion, may authorize the Treasurer to return the member's initiation fee less any other debt owed the Club. Otherwise, initiation fees are non-returnable except in the instance of initial application rejection.
- c. When a member fails to pay any sum owed the Club within ninety (60) days of being billed, or to make appropriate arrangements with the Board of Directors, through the Treasurer, for the payment thereof, the member shall automatically be considered as indicating his intention to resign. Any member so resigning shall be notified in writing. A member so resigning shall pay all costs incurred in collecting any monies owed the Club including legal fees and disbursements.
- d. A member may be expelled for cause by a two-thirds vote of the members present at any regular or special membership meeting at which a quorum is present. Charges shall be based on dishonesty, infraction of FAA regulations, or conduct detrimental to the objectives or interest of the Club or in violation of its Certificate of Incorporation, By-Laws, or Standard Operating Procedures. All charges must be made in writing. The Board of Directors shall consider the matter and, if it decides by a majority vote to take further action, the Secretary shall send a copy of the charges to the accused member, who shall be given adequate time to reply, whereupon the Board shall take such further action as it may deem proper. If four members of the Board of Directors deem that it is in the best interests of the Club that the accused be dropped from the rolls, the matter shall be presented to the membership. Ten days written notice shall be given to all Club members of the meeting at which an expulsion is to be considered, and each member shall have the right to be heard, either in person or by counsel, at a meeting of the Club called for this purpose.

Section 4 Membership Fees

- a. There shall be two categories of membership. They are:
 - i. Student - where the individual does not hold at least a Private Pilot Certificate and is limited to the use of Club aircraft designated for training purposes.
 - ii. Full Fleet Status - where the individual is entitled to use (providing all other FAA, Club and Insurance requirements are met) any Club aircraft.

- b. All new members shall pay a non-refundable initiation fee which is to be set by the Board of Directors. The Board may set different initiation fees for each of the foregoing categories. In addition, the Board may set a lower initiation fee for each additional member of a member's family residing at the same address. In any event, all student members will, within 90 days of receiving their Private Pilot Certificate, upgrade to Full Fleet Status and pay the difference between their initial initiation fee and the then current fee required for Full Fleet Status, in order to remain a member in good standing.
- c. Each member shall be assessed monthly ground time (a portion of the fixed costs) commencing the following month after admission to the Club. The amount of monthly ground time is to be set by the Board of Directors.
- d. Any member who has failed to pay any sums owed the Club by the last day of the billing month shall be charged a late fee which shall be set by the Board of Directors.

Section 5 Membership Status

- a. Any member who has failed to pay any sums owed the Club by the last day of the billing month shall not be considered a member in "good standing." That member will then automatically relinquish voting privileges and the right to operate any Club aircraft until such outstanding sums are paid in full.
- b. A member may, at anytime, go on inactive status by notifying the Treasurer, in writing. The effective date of inactive status shall be the last day of the month.
- c. A member on inactive status may, at anytime, return to active status by notifying the Treasurer, in writing of the effective date of return to active status accompanied by any reactivation fees set by the Board of Directors. The effective date will be the first day of the month in which the change of status was made.

Section 6 Associate Members

- a. The Club may accept, as Associate Members, current FAA qualified flight instructors who wish to instruct Club members in Club aircraft. Associate members may also operate Club aircraft for the purpose of conducting Club business as specifically authorized by the President or the Maintenance Officer. They may not operate Club aircraft for any purposes other than instruction of Club members and authorized Club business. Associate members shall have no vote in Club business and may not hold Club office, but are encouraged to attend Club meetings.
- b. Any instructor who wishes to join the Club as an associate member must submit an application to the Treasurer and pay a non-refundable annual fee, the amount of which shall be set by the Board of Directors. Each such applicant shall also furnish all necessary data showing that he or she is completely qualified by the FAA to instruct in the manner proposed. Associate Membership shall be granted only by a majority vote of the Board of Directors.
- c. An Associate Member shall submit proof of his instructor's credentials whenever requested by a Club officer or a member of the Board of Directors.
- d. An Associate Member may resign from the Club by written notice to the President or Treasurer.
- e. An Associate Member may be expelled for cause, by reason of inactivity, or for any other reason whatsoever by a majority vote of the Board of Directors in accordance with Article II, Section 3, Paragraph (d).

Article III. Board Of Directors

Section 1 Responsibilities

- a. The powers, business and property of the Club shall be exercised, conducted and controlled by a Board of Directors. The Board shall consist of five Directors and one Alternate Director.
- b. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these by-laws.
- c. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform or to cause to be done and performed, any and every act which the Club may lawfully do and perform. However, any proposal involving the sale or purchase of an aircraft shall be approved by the membership following the procedures of Article X.
- d. The Board of Directors is empowered to take any disciplinary action deemed appropriate against any Club member for conduct detrimental to the objectives or interests of the Club.
- e. 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 meetings of the members showing in detail the condition of the affairs of the Club.
- f. The Board of Directors shall appoint the Club Officers within three (3) weeks of the annual election.
- g. The Board of Directors may remove any officer at any time by the vote of four of the Directors at a Board meeting. A replacement for any Officer so removed shall be appointed by the Board as established in Article V, Section 10, Paragraph (b).

Section 2 Eligibility

Any member in good standing who has attended at least three (3) membership meetings in the past 12 months is eligible to serve as a member of the Board of Directors.

Section 3 Election Of Directors

- a. A nominating committee of three members shall be appointed by the President at the February membership meeting. The nominating committee shall ascertain which members are eligible for and willing to serve as Directors. The Treasurer and Secretary shall make available to the nominating committee such records as may be required to determine eligibility. The names of such candidates shall be published in the March newsletter and announced at the March membership meeting, at which time additional eligible members may be nominated by any member in good standing. Such nomination(s) must be seconded by another member and the nominee's willingness to serve must be positively known. The names of all nominees shall be published in the April newsletter, which shall be mailed (by postal service, allowing for normal postal delivery, or by electronic means) at least three days before the April membership meeting.
- b. Two Directors and one Alternate Director shall be elected at the April membership meeting to serve a term of two years.
- c. Elections for Directors shall be by ballot. Each member shall mark his ballot for no more than three candidates (see Article IV for eligibility to vote). Any candidate receiving votes on a majority of the ballots cast shall be deemed elected. If additional ballots are required after any vote, the candidate with the lowest number of votes shall be eliminated from subsequent ballots. Balloting shall continue until three of the nominees have been elected, with the third successful candidate being named as the Alternate Director. The Alternate shall become a full member after one year of service or in the event of a vacancy on the Board, any Director shall be removed from the Board automatically when he is not a member in good standing for a period of 31 consecutive days.
- d. In the event of a vacancy on the Board, the remaining Directors shall fill such vacancy by appointing an eligible Club member. If two or more vacancies occur within a four-week period, they shall be filled by vote of the members at a meeting duly called, in accordance with the voting procedures set forth in Paragraph (c) of this Section. A Director so designated shall complete the term of office of the replaced Director; however, his initial service shall be as Alternate Director.

Section 4 Board Of Director Meetings

- a. The five regular Directors shall elect a Chairperson at the first meeting of the new Board. The Alternate Director shall not be eligible to serve as the chairperson.
- b. Meetings of the Board of Directors may be called at any time and place determined by the Chairperson of the Board with the concurrence of at least two other directors. Meeting of the Board shall be held at least monthly.
- c. The President, three Directors, or 10 members in good standing may, in writing, petition the Chairperson of the Board for a special Directors' meeting. The Chairperson must schedule such meeting within 15 days of the receipt of the petition. Notice of special meetings of the Board of Directors, stating the time and, in general terms, the purpose thereof, shall be mailed, e-mailed, telephoned, or given personally to each Director not later than two (2) days before the day of the meeting. If all Directors are present at any meeting, any business may be transacted without previous notice.
- d. Four Directors shall constitute a quorum of the Board at all meetings. The affirmative vote of at least three Directors shall be necessary to pass any resolution or authorize any act of the Club. The Alternate Director shall assume the responsibilities of a Director, with full rights thereof, at any time that one or more Directors are not present.

Section 5 Removal Of Directors

- a. Any member may initiate removal proceedings against one or more members of the Board of Directors by submitting a written petition to the President, detailing the reason(s) for the proposed removal.
- b. Written notice of the proposed removal shall be mailed (by postal service, allowing for normal postal delivery, or by electronic means) at least three days before the meeting at which the vote for removal is to be taken. Such notice shall include the removal petition and any response the named Director(s) wishes to make.
- c. The petition shall be acted upon at the next regular or special membership meeting, at which a quorum must be present as defined in Article IV, Section 2, Paragraph (a). A simple majority of those present shall be required to remove the named Director(s).
- d. Any Director shall be removed from the Board automatically when he is not a member in good standing for a period of 31 consecutive days.

Article IV. Voting

Section 1 Eligibility

Only members in good standing shall be eligible to vote on Club business.

Section 2 Quorums

- a. Except as provided in Section 3, Paragraph (b), the presence in person of one-third of the members of the Club in good standing shall be necessary to constitute a quorum for the purpose of ratification, revision, or repeal of the By-Laws or Standard Operating Procedures, or removal of one or more Directors.
- b. Except as provided in Section 3, Paragraph (b)), the presence in person of one-quarter of the members of the Club in good standing shall be necessary to constitute a quorum for the transaction of any other business.

Section 3 Voting

- a. Each member in good standing shall have one vote.
- b. A simple majority of the members voting is necessary for the adoption of any motion and the election of a member of the Board of Directors.
- c. Whenever a necessary quorum is not present at any membership meeting to vote on Club business, the vote, at the discretion of the President, may be obtained by mail or by electronic means. Ballots will be mailed to all members in good standing and valid ballots shall be only those returned within 15 days of the date of mailing with the member's signature (electronic acceptable), date and original mailing still affixed. The ballots will be given to the Club Treasurer for validation and counting. The results of the vote hereby obtained shall be published in the next Club newsletter.

Article V. Officers

Section 1 General

- a. The Club shall have the following officers: President, Vice President, Secretary, Treasurer, Aircraft Maintenance Officer, Safety Officer, Newsletter Editor and Membership Chairperson. Other committees and the committee chairpersons may be appointed by the President to serve in the best interest of the Club.
- b. Officers shall hold office for one year and until their successors have been named and qualified. Officers may be eligible for reappointment.
- c. Officers shall serve without compensation or reward.

Section 2 President

- a. The President shall be the Chief Executive Officer of the Club, and, as such, shall be responsible to the Board of Directors for the operation of the Club. The President shall preside at all meetings of the Club and may call special meetings of the membership or of the Board of Directors. The President 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 contracts and instruments (other than checks) which have first been approved by the Board of Directors.
- b. The President shall recommend to the Board of Directors all operational rules of the Club and shall report, with appropriate recommendations, any violation of such rules that makes a member liable for suspension or expulsion from the Club.
- c. The President shall be empowered to authorize expenditures up to the limits established in Article X, Section 2.

Section 3 Vice-President

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

Section 4 Secretary

- a. The Secretary shall keep the minutes of all proceedings of the Club and of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. The Secretary shall execute with the President, in the name of the Club, all contracts and instruments which have first been approved by the Board of Directors. In the absence or disability of the Treasurer and under the direction of the President, the Secretary shall execute, in the name of the Club, checks for expenditures authorized under these By-Laws or by the Board of Directors. The Secretary shall keep the book of By-Laws, the Club Seal and such other books and papers as the Board of Directors may direct.
- b. The Secretary shall perform all duties incident to the Office of Secretary, subject to the control of the Board of Directors.
- c. The Secretary shall also perform such duties connected with the operation of the Club as may be directed by the President.

Section 5 Treasurer

- a. The Treasurer shall execute in the name of the Club all checks for expenditures 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. The Treasurer shall also account for all receipts, disbursements and the balances on hand. The Treasurer shall keep a proper membership book showing the name and address of each member of the Club. The Treasurer shall invoice all members for flying time, ground time and any other monies due the Club. The Treasurer shall receive and maintain records of all initiation fees.
- b. The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors.
- c. The Treasurer shall also perform such duties connected with the operation of the Club as may be directed by the President.
- d. The Treasurer shall cause an audit of the Treasurer's records within two months after the close of the fiscal year. Such an audit shall be performed by two members of the Board of Directors, the Treasurer and an independent auditor. The Board Members and the independent auditor shall be appointed by the Board of Directors Chairperson. They shall submit a written report to the membership using generally accepted accounting procedures and formats that reflect the year's operation of the Club.
- e. At the discretion of the Board of Directors, a Bookkeeper may be appointed and certain of the Treasurer's duties may be delegated to that Bookkeeper.

Section 6 Aircraft Maintenance Officer

- a. The Aircraft Maintenance Officer shall be responsible for the maintenance of aircraft belonging to the Club. In accordance with Federal Aviation Regulations, any maintenance that must be carried out by or under the supervision of a properly certified aircraft and engine mechanic shall be so performed. The Aircraft Maintenance Officer may perform or supervise the performance of any maintenance that is permitted to be done by the owner under the Federal Aviation Regulations. The Aircraft Maintenance Officer shall be responsible for obtaining all required checks, inspections and major overhauls and for compliance with all airworthiness directives and service bulletins for the aircraft.
- b. 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 modifications, inspections and major overhauls.
- c. The Aircraft Maintenance Officer may, with Board of Directors approval, delegate certain of the Maintenance Officer's responsibilities to Plane Captains.

Section 7 Safety Officer

- a. The Safety Officer shall be responsible for assuring that each aircraft which the Club owns or otherwise operates is equipped with all necessary safety equipment and that such equipment is properly maintained.
- b. The Safety Officer shall maintain an awareness of developments in the field of safety equipment and techniques and shall make recommendations to the Club for acquisition of such equipment as may be deemed necessary.
- c. The Safety Officer shall report to the membership at the regular or special meetings and/or in the Club Newsletter, any pertinent events, either in or out of the Club, the knowledge of which will contribute to the safe operation of Club equipment.

Section 8 Newsletter Editor

The Newsletter Editor shall publish a monthly newsletter that shall be distributed to all active members of the Club and to other parties as may be determined.

Section 9 Membership Chairperson

- a. The Membership Chairperson shall publicize the Club as he or she best sees fit, by whatever means deemed appropriate, with the approval of the Board of Directors, within the limits of monies appropriated for this purpose by the Board of Directors.
- b. The Membership Chairperson shall respond to all inquiries of persons seeking membership in the Club in a timely fashion and shall assist such persons in making application for membership in the Club as described in Article II, Section 1

Section 10 Vacancies

- a. A vacancy shall exist when an officer indicates his or her intention to resign from the Club, requests to be relieved of the position held, or is absent from the post for a continuous period, considered by the Board of Directors to be detrimental to the best interests of the Club.
- b. A vacancy in any Office shall be filled by the Board of Directors without undue delay at its regular meeting or at a special meeting called for this purpose.

Article VI.Meetings

Section 1Membership Meetings

All meetings of the membership, except as otherwise provided herein, shall be held at a place and time to be determined by the President.

Section 2Annual Meeting

- a. The annual meeting of the Club shall be held in April at such time and place as the Board of Directors shall determine.
- b. Written notice of the annual meeting shall be mailed (via postal or e-mail) to each member at the member's last known place of residence in time to be delivered at least five (5) days in advance of the meeting in accordance with normal postal delivery schedules.
- c. At every annual meeting of the members, the members shall elect, by secret ballot, a Board of Directors, as constituted by these By-laws.

Section 3Special Meetings

- a. Special meetings of the membership may be held at such time and place as the President may determine, or may be called by a majority of the Board of Directors, or by written petition of at least five members. It shall be the duty of the Secretary to call such a meeting within 15 days after such petition.
- b. Notice of special meetings of the membership, stating the time and, in general terms, the purpose thereof, shall be given in a like manner as the notice required for the annual meeting. Only such business as shall have been published in the notice may be considered at a special meeting except that, if more than 50 percent of the members in good standing are present, any business may be transacted.

Section 4Presiding Officer

The President, or in his absence, the Vice-President, or in the absence of the President and the Vice-President, a Chairperson, elected by the members present, shall call the meeting to order and act as Presiding Officer.

Article VII. Finance Committee

Section 1 Designation

- a. A Finance Committee shall be designated by the Board of Directors within three weeks after the annual election.
- b. Each member of the committee shall hold office for one year and may be eligible for reappointment.

Section 2 Composition

- a. The Finance Committee shall consist of: 1) a member of the Board of Directors, 2) the President, 3) the Treasurer, and 4) a Club member-at-large.
- b. The member-at-large shall be Chairperson of the Finance Committee. Three members shall constitute a quorum of the committee.

Section 3 Responsibilities

- a. The Finance Committee shall be responsible for preparation of an annual budget and for quarterly revisions to such budget.
- b. The annual budget and the quarterly revisions shall be published in the next monthly newsletter after revisions and approval by the Board of Directors.
- c. The Finance Committee shall be responsible for recommending to the Board (but not setting) flying rates, ground time, amount and initiation fees and/or structures.
- d. The Finance Committee shall perform all duties incident to the execution of the requirements of that committee as may be determined by the Board of Directors.

Article VIII. Accident Committee

Section 1 Definition

An accident shall be defined as an instance in which personal injury and/or property damage has occurred, involving aircraft owned or operated by the Club.

Section 2 Designation

An Accident Committee and its chairperson shall be designated by the Board of Directors for each accident involving any aircraft owned or operated by the Club.

Section 3 Responsibilities

The Accident Committee shall take all steps necessary to ascertain the facts, conditions and circumstances of the accident, shall arrive at conclusions regarding the probable cause and responsibility for said accident and shall prepare and deliver a written report of its findings to the Board of Directors and to all parties involved in the accident.

Article IX. Accident Resolution

Section 1 Hearings

The Board of Directors, upon receipt of the findings of the Accident Committee, shall offer all parties involved in the accident the opportunity of a hearing. If such hearing is waived by all involved parties, the Board of Directors shall decide the financial responsibilities. The decision of the Board shall be final.

Section 2 Financial Responsibility

- a. Members shall not be held responsible for damage to Club property proven to be caused by structural or mechanical failure found not to be the member's fault.
- b. The Board of Directors may impose financial responsibility on a member for damages to Club property up to the amount of the deductible portion of the insurance policy if the Board finds the damage was caused by improper or injudicious operation of the aircraft.
- c. The Board of Directors may impose financial responsibility in excess of the deductible portion of the insurance policy on a member, if the Board finds that the loss is due to gross negligence or willful violation of any law, regulation or rule of the Federal or State Government or of the Club. If such negligence or violation forms the basis for refusal of any insurer to pay claims resulting from the accident, the member or his estate shall be held liable for the full costs of all repairs, replacement and liabilities resulting from the accident.

Section 3 Payment

The method and terms of payment by a member for damages to Club property shall be determined by the Board of Directors. If such terms are not met, the provisions of Article II, Section 3, Paragraph (c) shall apply.

Article X. Club Finances

Section 1 Fiscal Year

The Club's fiscal year shall be May 1 through April 30.

Section 2 Spending Limitations

- a. 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 membership.
- b. 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 \$4000. The Treasurer must obtain approval from the Board of Directors for any unusual expenditure and all expenditures in excess of \$4000.
- c. The Maintenance Officer may authorize work on Club aircraft in an amount up to \$4000 without seeking approval from the Board of Directors. The Maintenance Officer must consult with the Treasurer before authorizing any work to determine whether there are sufficient funds to pay for the work.
- d. Individual members will be reimbursed for any personal expenditures not in excess of \$250 when such expenditures are for Club aircraft repairs or maintenance necessary to safely complete a trip back to the base airport. Any amount in excess of the \$250 limit requires approval of the Maintenance Officer, his delegate or the Treasurer.
- e. No officer or Director shall obligate the Club to any purchase, repair, service or in any manner in an amount in excess of \$4000 without the approval of a majority of the Club members except for payment of insurance premium(s), engine repair, overhaul or replacement.

Article XI.By-Laws

Section 1Section 1 – Periodic Review

The By-laws shall be reviewed and revised as deemed necessary in accordance with Section 2 through 4 of this article, by a special committee appointed by the President, at least once every five years.

Section 2Revision Procedure

- a. Any proposed changes, amendments or additions to these By-Laws shall be submitted in writing to the Board Of Directors and shall bear the name of the member submitting the proposal and the name of at least one seconding member.
- b. The Proposal shall be reviewed by the board at its next regular meeting to insure the propriety of the format and wording. The Board shall be empowered to revise the wording of the proposal to conform to the format of the by-laws, but without any change in intent or effect. Any revision or rewording of proposal must be acceptable to the original maker and one seconding member.
- c. Each board member shall then state his support or opposition to the proposal and that position shall be published in the next newsletter.

Section 3Notification

Proposed changes to the by-laws shall be presented for discussion and vote at the next membership meeting. Each member shall be notified in writing of the time and place of the meeting. Such notification shall include a transcript of the proposal in its final form and shall be mailed in time to reach each member at least five days in advance of the meeting in accordance with normal postal delivery schedules.

Section 4Member Action

The membership shall vote on the proposal(s) at the next membership meeting in accordance with Article IV.