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ARTICLE 1 - Name and Office Location

The name of this Corporation is RI FLYING CLUB, INC. Within these By-Laws the Corporation shall be referred to as "the Club". The principal office for the transaction of the business of the Club shall be located in the City of Fullerton, County of Orange, State of California. The Board of Directors is hereby empowered to change said principal office from one location to another within the County of Orange.

ARTICLE 2 - Purpose

The purposes of the Club are as follows:

1. To own and/or lease, and to maintain aircraft suitable for operation and use by its members for personal pleasure or instruction flights;
2. To provide through the operation and maintenance of its aircraft economical flying facilities for its members;
3. To encourage and enable its members to improve their flying skills;
4. To promote and advance the use of private aircraft.
5. To engage in such other ventures, activities or business for the benefit of the Corporation and its members which the Board of Directors of this Corporation may from time to time authorize or approve.

ARTICLE 3 - Membership

Section 1 - Classes of Membership: There shall be three classes of membership as follows:

- (a) Active - Voting
- (b) Inactive - Nonvoting
- (c) Family - Nonvoting

Section 2 - Definitions:

Member: The term "member" shall include and refer to any person accepted by vote of the Board of Directors or their delegate and whose name appears in the current member's roster maintained by the Treasurer.

Active Member: A member who is paying the dues specified herein for active members, is not delinquent in such payment, and whose name appears on the list of active members maintained by the Treasurer. An aircraft owner *leasing a plane to the club* who does not pay dues is considered an active member.

Inactive Member: A member who has requested and been granted the status of inactive member and whose name appears on the list of inactive members maintained by the Treasurer. The share deposit of an inactive member is retained by the Club and monthly dues are suspended during the inactive period. If a family member sponsor goes inactive, the sponsored family members will be inactive as well.

Family Member: For the purposes of this section, a person who is part of the same household as the active member and is treated as part of the same family, whether or not legally related to the active member, shall be deemed eligible for family membership. Family membership may be

granted providing this person has been accepted by vote of the Board of Directors and the active member sponsor is paying the additional dues and share deposit specified herein for family members and is not delinquent in such payment. When family membership is granted, the family member name will be added to the current list of family members maintained by the Treasurer.

The active member sponsor for a family membership shall pay a refundable share deposit equal to 150% of the individual membership share deposit and 125% (rounded up to the nearest dollar) of the individual membership dues.

Section 3 - Limitation of Authorized Membership:

The Board of Directors, from time to time, shall establish the maximum number of authorized members, with consideration of the number of available airplanes and the current rate of usage.

Section 4 - Privileges:

A member shall be entitled to use all of the Club's facilities and attend all Club functions while in good standing, except that use of aircraft shall require qualification status in said aircraft. Inactive members may not use Club aircraft.

Section 5 - Property Interest:

No member shall have any right, title, or property interest in any real or personal property of the Club. Any assets on dissolution of the Club shall be distributed according to the laws of the State of California.

Section 6 - Priorities:

Rights in the use of Club facilities and aircraft by active and family members are equal. All members shall be treated on a first come first served basis within the limitations stated elsewhere in these By-Laws.

Section 7 - Eligibility for Membership:

Persons requesting admission to membership must be nominated by a current member in good standing. The Board of Directors may approve or deny the application by a majority vote.

Section 8 - Dues and Fees:

- (a) Active member applicants shall pay an initiation fee, a share deposit and one month's dues at the time of submitting their application. All sums shall be returned to unsuccessful applicants. Successful applicants will have the share deposit, less any amounts owed to the Club, returned upon request whenever their membership terminates or the club is dissolved, whichever shall first occur, contingent upon the following conditions: The operating condition of the Club, as determined by the Board of Directors, is sufficient to support returning the share deposit or a new member is found who pays a share deposit and an initiation fee to replace the member terminating. All share deposits of members who have become inactive will be deemed non-returnable if the club member is inactive for a continued period exceeding three years.
- (b) Dues, fees and share deposits shall be set by the Board of Directors in accordance with the needs of the Club's financial condition.
- (c) Dues are billed on or about the *end* of each month, *for the following month*, and are payable on receipt. *Dues* are delinquent on the 25th of the *following* month.

Section 9 - Suspension and Termination of Privileges:

- (a) Flying and voting privileges of active members and flying privileges of sponsored family members shall be suspended during any time payment of dues are delinquent as defined in Section 8, *paragraph c* of this Article.
- (b) Flying and voting privileges of active members and flying privileges of sponsored family members shall be suspended on the 30th day following the stated billing date if Club bills have not been paid in full. In event of a controversy over the accuracy of the amount stated as due, suspension shall not occur, provided the member has notified the Treasurer in writing and has paid the amounts not in dispute.

Example: Member A receives a statement for \$650 in flight charges. According to Member A's records, the statement should be \$625. Member A must pay \$625 and cannot be suspended until the dispute is settled.

- (c) Suspension for a total of two calendar months out of the preceding twelve calendar months, unless the two months was interrupted by a period of at least three months good standing status, shall result in termination of membership.
- (d) At the time of billing, a penalty of 1.5% of any delinquent charges will become due and will therefore appear on the statement of any member so delinquent. Payments must be received *by the Club Treasurer* to be deemed paid.
- (a) It shall be the duty of the Treasurer to notify a suspended member that his or her membership may be terminated under Club rules. Such notice shall be made on or before the 45th day of suspension under this Article.
- (b) Upon termination of a member under this Article, the Treasurer shall issue a check within thirty days following the date of termination. The check shall be issued in the amount of the funds of the terminated member, then on deposit with the Club; less amounts owed to the Club for dues, flight charges, and penalties; and plus any credits owed by the Club to the terminated member

ARTICLE 4 - Meetings and Voting

Section 1 - Meetings:

- (a) All meetings of the members shall be at such place as has been designated by the Board of Directors. Notice of the date, time, and place of each meeting shall be provided in writing or electronically.
- (a) The annual meeting of the members shall be held between January 15th and March 1st of each year.
- (b) Special meetings of the members may be called at any time for any purpose by the President, by three or more Directors, or by not less than 30% of the active members in good standing at the time of the request. Good standing shall be defined as appearing on the roll of active members maintained by the Treasurer and not delinquent in payment of dues or flight charges.
- (c) Requests by members of the Board of Directors and requests by members for a special meeting shall be made to the Secretary in writing or electronically. The Secretary on receipt of such requests shall promptly issue notices in writing or electronically to all members such

that they shall receive the notices at their address of record at least ten calendar days in advance of the meeting

Section 2 - Voting:

Each active member in good standing shall be entitled to one vote only on each general question. Each such member shall be entitled to one vote for each Director position to be filled but may not cast more than one vote among the candidates for a single position. Votes may be cast by proxy, such proxy to be in writing, electronic, or in person. In addition, the Board of Directors may direct the Secretary to present general questions, proposed candidates for Director and any other issues or actions that might be presented at a scheduled meeting, for a vote by mail or electronically. The votes returned in response to such solicitation, if sufficient in number to have constituted a quorum had a meeting been held, shall be valid and a meeting shall be deemed to have been held as to the item of business voted upon. The meeting shall be deemed to have been held as of 30 days following the request for ballots from the membership. Where a vote has been requested at a meeting held within 30 days following notification of the request for member votes, the votes counted on that item of business shall include those received by mail, electronically, and those registered at the meeting, except that no member may vote by more than one of these methods on the same item of business.

Section 3 - Quorum:

A quorum shall exist whenever a majority of the active members are represented in person, by proxy, by their electronic or E-mail votes, by their written votes, or any combination of these. A quorum by virtue of representation by written, electronic or E-mail vote shall be a quorum only for the motion or resolution voted upon.

Section 4 - Rules of Order:

Meetings of the members and meetings of the Board of Directors, committees, and panels shall be conducted in accordance with Robert's Rules of Order.

Section 5 - Changes:

Changes to the By-Laws or changes in any document issued by the Club having the force or effect of a change in the By-Laws may be made by a majority vote of the Board of Directors subject to ratification by the members. The action of the Board of Directors shall be effective as specified by the Board and shall remain effective unless and until ratification fails. The foregoing specific changes plus changes in the number of Directors may be made by majority vote of the members as set forth in Section 2 of this Article.

ARTICLE 5 - Directors

Section 1 - Qualifications:

A Director at the time of taking office must be a member in good standing, must be the holder of a valid and current Airman's certificate of at least the grade of Student Pilot, and must possess a valid and current medical certificate permitting at least Third Class medical certificate operational privileges.

Section 2 - Number and Election:

- (a) There shall be seven Directors of the Club. They shall be the governing body in accordance with the laws of the State of California.
- (b) Each Director shall be elected at the annual meeting of the members by a majority of the votes cast at such meeting. The votes may be cast in person, by mail or electronically as set forth in Article 4 Section 2 provided such votes are received prior to the meeting, or in person. In the event there are more candidates on the ballot than there are director positions to fill, the candidates receiving the highest number of votes above the majority will be elected to fill the vacant positions
- (c) If two or more candidates receive the same number of votes, the number of votes being more than a majority, and the number of board positions to be filled are less than the number of candidates receiving the same number of votes, a runoff election will be held to fill the remaining board positions
- (d) Each Director shall serve until the second annual meeting following the one at which he or she was elected, or until such Director's tenure is terminated for cause or by resignation. At each annual meeting, an election shall be held to replace or continue the Directors whose terms are ending effective on the date of that meeting.
- (e) The president may appoint a nominating committee to facilitate the election of directors. The committee will consist of two or more members in good standing that are not running for director. The nominating committee will select enough candidates from the active membership to fill the vacancies. These candidates must be qualified as described in Section 1 and willing to serve. When a nominating committee is appointed, only the names of candidates recommended by the nominating committee will be placed on the ballot. The ballot will also provide provisions for write in candidates.

Section 3 - Quorum:

Four Directors present at a meeting of the Board shall be deemed a quorum for the transaction of business and shall be effective to constitute such transactions as acts of the Board of Directors.

Section 4 - Meetings:

The Board of Directors shall meet at the call of the President or any two Directors requesting a meeting. Notice shall be in accordance with the laws of the State of California.

Section 5 - Compensation:

Directors shall not receive compensation for their services in their capacity as Directors.

ARTICLE 6 - Officers

Section 1 - Designation and Duties:

- (a) The Officers of the Club shall be the President, Vice-President, Treasurer, Assistant Treasurer, Secretary, Maintenance Manager and Chief Pilot.
- (b) The President shall be the chief executive officer of the Club and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the business and affairs of the Club. S/He shall preside at all meetings of the members. The tenure of office of the President shall be limited to two consecutive years.

- (c) The Vice-President shall exercise the powers and perform the duties of President in the absence or disability of the President.
- (d) The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts, disbursements, and other data customarily maintained in the course of business. The books of accounts shall be open and available at reasonable times for inspection by any Director, or upon request by any member. The monies and other valuables coming into possession of the Club shall be deposited in the name of, and to the credit of, the Club. The depositories shall be those designated from time to time by the Board of Directors. The Treasurer shall also disburse the funds of the Club as may be ordered by the Board of Directors and shall render an account of his transactions and the financial condition of the Club whenever requested by the Board of Directors.
- (e) The Assistant Treasurer shall have the same duties as the Treasurer, being an understudy for the Treasurer. This is to insure a continuous and orderly functioning of the Club's business functions and procedures in case of sudden absence, incapacitation, or resignation on the part of Treasurer.
- (f) The Secretary shall keep and maintain a book of the minutes of all meetings of the Directors and members, the voting records, and proceedings of such meetings. The Secretary shall also maintain a record of votes received from the membership for two years pursuant to Article 5, Section 2 of these By-Laws. The Secretary shall perform such other duties as may be prescribed by the Board of Directors.
- (g) The Maintenance Manager shall oversee the flight readiness condition of aircraft owned or leased by the Club. He shall have final authority in determining whether any aircraft shall be grounded as unsafe to operate. He shall manage and direct the maintenance program of the Club and shall perform, or cause to be performed, such maintenance as is required to keep Club aircraft in safe flying condition. He is authorized to order maintenance in the name of the Club, subject only to such limitations as may be specified by the Board of Directors. In the case of a Club member telephoning a report of aircraft or installed equipment difficulties from a location away from the Club home airfield, the Maintenance Manager shall have the final decision as to the proper and safe course of action to take.
- (h) The Chief Pilot shall oversee the training and checkout procedures and programs utilized in the Club. He shall to the most reasonably practical extent standardize Club programs consistent with Federal Aviation Regulations.

Section 2 - Appointment:

The President, Vice-President, Treasurer, and the Secretary shall be elected by the Board of Directors from the membership at large. No two or more of these offices shall be held simultaneously by a single individual. All other officers shall likewise be elected by the Board of Directors but up to two such offices may be held by a single individual. All Officers' terms of office shall be for two (2) calendar years or until the second annual meeting of the Board of Directors whichever shall last occur except that the term of any officer may be terminated by majority vote of the Board of Directors at any time, or terminated by resignation. Although any Director may also be an Officer, no Director shall hold more than one Officer position while in office as a Director.

The Directors may appoint club members for the position of Reservation Manager and News Letter Editor.

- (a) The Reservation Manager shall keep and maintain a web page for all reservations.
- (b) The Newsletter editor shall publish a Club newsletter once a month to inform Club members of current Club status and activities, notification of club meetings and articles of interest. The newsletter will be sent electronically to all club members.

ARTICLE 7 - Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE 8 - Standing Rules

The Board of Directors shall from time to time propose, review, and approve detailed operating rules and policies governing the daily operation of the Club and its facilities. The issue date of the complete body of rules shall be entered on them for identification and shall be changed each time there is a change to any rule contained therein. The Secretary shall promptly provide each member with a current issue of the Standing Rules and any changes thereafter so the member's Rules may be maintained current.

ARTICLE 9 - Resignations

Any Officer or Director may resign by giving written notice to the Chairman of the Board of Directors, the President, or the Secretary. The resignation shall take effect on the date specified, or upon receipt by the addressee whichever shall last occur.

ARTICLE 10 - Vacancies

Vacancies in any Office because of death, resignation, or other cause terminating incumbency prior to the end of the normal term, shall be filled by election by the Board of Directors at the next special or annual meeting. Vacancies on the Board of Directors occurring prior to the expiration of the Director's term may be filled by majority vote of the remaining Directors, such election to be for the remaining term only.

ARTICLE 11 - Disbursements

Instruments disbursing Club funds or transferring title to Club property shall be signed by the President or Treasurer or such person or persons as from time to time may be authorized by the Board of Directors.

ARTICLE 12 - Distribution of the Annual Report

The current annual report of the financial condition of the Club shall be prepared by the Treasurer and provided to each member so as to be received at a reasonable date prior to the annual meeting of the members.