

Adrian Soaring Club, Inc. : Bylaws

Approved by the membership at a meeting on October 17, 2020.
Revised from Bylaws approved February 6, 1993.

ARTICLE I: NAME AND PRINCIPAL OFFICE

Section 1. The name of this Corporation shall be ADRIAN SOARING CLUB, INC., which hereafter shall be referred to as the "Club".

Section 2. The principal office of this Corporation shall be in Lucas County, in the State of Ohio. Adrian Soaring Club, Inc. is also registered to do business in the State of Michigan and currently conducts its flying activities primarily at Lenawee County, Michigan.

ARTICLE II: PURPOSE

The purpose of this Club shall be to provide flying facilities for its members on a non profit basis. It shall also be the aim of this Club to promote soaring locally and nationally through its facilities and training.

ARTICLE III: AFFILIATION

This Club shall support the Soaring Society of America, Inc. (SSA), and all Active Members shall be required to become members of said Society. The Treasurer shall collect SSA annual membership dues from each club member and transmit them to the Soaring Society of America along with such additional information as may be required for SSA membership.

ARTICLE IV: MEMBERSHIP

Section 1. Membership in this Club shall consist of two classes: (1) Active, and (2) Associate. Active members shall include Pilot, Life, Family, Student and Limited Time Members.

Section 2. An Active member shall be entitled to participate in all Club activities and to utilize all Club equipment under such rules and regulations as are provided in these Bylaws and in Flight Regulations.

Section 3. An Associate Member shall be entitled to receive Club communications and to participate in all Club activities excepting that an Associate Member shall not hold office, vote, nor be entitled to solo any flying equipment owned by the Club.

Section 4. A Pilot Member is defined as a certified pilot and Active Member who is not eligible as a Family or Student Member.

Section 5. A Family Member is defined as a Pilot Member's spouse, or child no more than eighteen years of age.

Section 6. A Student Member is defined as a full time, high school or college student no more than twenty two years of age.

Section 7. A Limited Time Member is defined as a temporary member while attending a soaring camp or when taking a guest ride as a "Day Member." A Limited Time Member may be admitted to the Club for purposes of attending a soaring camp upon the written recommendation of his or her Club flight instructor and payment of such fees as set by the Board of Directors for specific activities.

Section 8. A Life Member is defined as an Active Member awarded that distinction for long and beneficial service to the Club and to soaring. A Life Member shall be charged only for equipment usage. Club duties shall not be assigned a Life Member unless volunteered.

Section 9. New members may be admitted to the Club upon the affirmative vote of three (3) members of the Board of Directors. A person duly elected to the Club shall be deemed a member upon payment of the initiation fee and dues as determined by the Board of Directors and upon signing a release absolving the Club from liability for any injury which may result from Club activities or use of Club equipment.

Section 10. A minor must have the written consent of his parent(s) or guardian to be elected to membership in the Club, and the parents or guardian and the minor must sign the Club's release of liability before Club equipment can be used.

Section 11. A Member may withdraw from the Club thirty (30) days after written notification to the Secretary, or upon approval of the Board of Directors, and after satisfying all obligations to the Club.

ARTICLE V: MEMBERSHIP MEETINGS

Section 1. Two (2) general membership meetings shall be held each year at a time and place to be determined by the Board of Directors:

a. Each club member in good standing may access the club financial reports by requesting same from the club Secretary.

b. Prior to the soaring season a "Safety Meeting" will be held to review operating regulations and procedures and to promote safety.

c. During the Fall of each soaring season a general membership meeting shall be held for the purpose of electing officers and directors for the ensuing year.

Section 2. Notice of a general membership meeting shall be sent by the Secretary to each member by email not less than fifteen (15) days before the meeting. The notice shall set forth the time, place and agenda for such meeting.

Section 3. Special meetings of the general membership may be called at the discretion of the President, by a majority of the Directors, or by written petition of at least ten (10) of the Active

Members. It shall be the duty of the Secretary to call a meeting within ten (10) days after receipt of a petition.

Section 4. Notice of a Special Meeting of the general membership, stating the time, place, and in general terms the purpose thereof, shall be emailed or given to each member at least five (5) days prior to such meeting.

Section 5. No business other than relating to the stated purpose of a Special Meeting shall be transacted at that meeting except in the event all Active Members shall be present.

Section 6. Each Active Member in good standing is entitled to one vote at any meeting.

Section 7. A quorum shall be a minimum of one-third (1/3) of the Active Members, Motions shall be approved by a majority of the Active Members present. Any resolution or action may be approved by affirmative vote of a majority of Active Members by oral or written ballot.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. The governing of the Club shall be vested in a Board of Directors which shall be composed of nine (9) Directors; the four (4) executive officers, the Operations Officer, the Chief Flight Instructor, the Chief Tow Pilot, and two (2) Directors without office,

Section 2. The Officers and Directors of the Club shall hold office for twelve months from January 1 through December 31, except that the two Directors without office may be elected in alternate years to serve for a two year period. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these Bylaws, and no officer or director shall be interested directly or indirectly in any contract relating to the operations conducted by the Club nor in any contract for furnishing supplies or equipment thereto, unless specific exception is made by an affirmative vote of a majority of the Active Members present at a meeting.

Section 3. The Board of Directors shall have the power to make all necessary contracts, to borrow money, to secure the same by mortgage, or deed of trust to the property of the Club, and as evidence of the indebtedness secured by such mortgage or deed of trust, to issue notes therefore, to pay and discharge all debts, and to do all matters and things necessary or incident to, or in aid of, the carrying out of the aim and purpose of the Club. They shall have charge and control of all its property, and responsibility for satisfying all obligations of the Club. Borrowing of funds shall require approval of a majority of the full Board by recorded vote.

Section 4. The Board of Directors shall establish a schedule of fees and dues that shall be sufficient to pay the Club's expenses and to maintain the value of the Club's equipment.

Section 5. Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President.

Section 6. A Special Meeting of the Board of Directors may be called on order of the President or at the request of three (3) Directors. Notice of a Special Meeting stating the time, place, and in general

terms, the purpose, shall be emailed or personally delivered to each Director no later than the day preceding the day appointed for the meeting.

Section 7. Four (4) Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least four (4) Directors shall be necessary to pass any resolution or authorize any action. Any resolution or action may be approved by affirmative vote of a majority of the full Board by oral or written ballot.

Section 8. Any assessment recommended by the Board of Directors must be approved by a majority vote of the entire Active Membership before becoming official. The vote on an assessment shall be by written ballot.

Section 9. Any decision of the Board of Directors may be repealed by an affirmative vote of a majority of the entire Active Membership.

Section 10. Any vacancy on the Board of Directors occurring during the year shall be filled for the unexpired portion of the term by a majority vote of the remaining directors. An exception to this rule shall be that in the event of three (3) or more vacancies occurring at any one time, they shall be filled by vote of the Active Members at a meeting duly called.

Section 11. A director of the Corporation or an officer sitting as a member of the Board of directors or a member functioning as Operations Director for the day, shall not have personal liability to the Corporation or its membership except for liability for breach of the duty of loyalty, intentional misconduct, gaining improper personal benefit from corporate transactions or violation of Section 551(1) of the Michigan Non Profit Corporation Act.

ARTICLE VII: OFFICERS

The Executive Officers of the Club shall be the President, Vice-president, Secretary and Treasurer.

ARTICLE VIII: PRESIDENT

Section 1. The President is the Chief Executive Officer of the Club and shall preside at all Membership and Board of Director Meetings.

Section 2. The President, with the consent of the Board, shall appoint the Operations Officer, the Chief Flight Instructor, Chief Tow Pilot, and all committees. He shall be an ex officio member of all committees except the Nominating Committee.

Section 3. The President shall: sign and execute all contracts in the name of the Club when authorized to do so by the Board of Directors; appoint and discharge agents and employees, or delegate this duty as he may elect, subject to the approval of the Board of Directors; and he shall have general supervision over the management of all affairs of the Club.

Section 4. The President shall also, in the absence or disability of the Treasurer, execute, in the name of the Club, checks for expenditures authorized by the Board of Directors.

ARTICLE IX: VICE PRESIDENT

Section 1. The Vice President shall be vested with all of the powers and shall perform the duties of the President in case of absence or disability of the President.

Section 2. the Vice President shall also perform such duties in connection with the operation of the Club as may be directed by the President.

ARTICLE X: SECRETARY

Section 1. The Secretary shall perform all duties incident to the Office of Secretary subject to the control of the Board of Directors, including: giving and serving of notices of all meetings of the Membership and board of Directors; keeping minutes of all proceedings of Membership and Board of Director meetings; maintaining a proper membership book showing the name of each member of the Club, the Bylaws, the Corporation Seal if any; and conduct official correspondence with other agencies as directed by the President.

Section 2. The Secretary shall execute, with the President and in the name of the Club, all certificates of membership, contracts and instruments which have been first 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 by the Board of Directors.

Section 3. The Secretary shall also perform such other duties connected with the operation of the Club as may be directed by the President.

ARTICLE XI: TREASURER

Section 1. The Treasurer shall perform all duties incident to the Office of Treasurer, subject to the control of the Board of Directors, including: receiving and depositing all funds of the Club in the bank(s) selected by the Board of Directors; executing in the name of the Club all checks for expenditures authorized by the Board of Directors; and accounting to the Board of Directors and Membership for all receipts, disbursements and funds.

Section 2. The Treasurer shall prepare periodic financial statements as directed by the President and submit them to the Board of Directors along with bank statements and any other requested financial documentation.

Section 3. The Treasurer shall also perform such other duties connected with the operation of the Club as may be directed by the President.

ARTICLE XII: OPERATIONS OFFICER

Section 1. The Operations Officer shall supervise all flying activities of the Club. The Operations Officer may: restrict the operation of Club equipment to particular fields, restrict a members use of equipment, and disallow the use of Club equipment for particular flight plans.

Section 2. The Operations Officer in conjunction with the Chief Instructor, shall prepare Flight and Operating Rules for approval of the Board of Directors. These rules shall supplement but may not supersede regulations of the Federal Aviation Agency or the provisions of these Bylaws.

Section 3. The Operations Officer shall see that the Club's equipment is properly maintained and that maintenance complies with regulations of the Federal Aviation Agency. The Operations Officer may authorize any repairs not to exceed an amount authorized by the Board of Directors. All repairs in excess of this amount must have the approval of the Board of Directors.

Section 4. The Operations Officer is authorized to ground Club equipment or members when, in his judgment, the equipment or the operation of the equipment by a member would act to the detriment of the Clubs interests or the member's safety.

Section 5. The Operations Officer shall report any accident to the proper agency under National Transportation Safety Board regulations and shall make a detailed report to the Board of Directors. This report shall recommend action(s) to be taken by the Board.

Section 6. The grounding of any member of the Club for more than one (1) week shall be reviewed by the Board of Directors at their next regular meeting or at a special meeting called for that purpose.

ARTICLE XIII: CHIEF FLIGHT INSTRUCTOR

Section 1. The Chief Flight Instructor shall supervise instruction in Club equipment and safety procedures for student pilots. Ground school and soaring camps shall be conducted under the supervision of the Chief Flight Instructor.

Section 2. The Chief Flight Instructor shall coordinate the activities of all flight instructors to assure student pilots are adequately served.

Section 3. The Chief Flight Instructor shall at the Spring Membership Meeting, report plans for instruction and soaring camps for the year.

ARTICLE XIV: CHIEF TOW PILOT

Section 1. The Chief Tow Pilot shall train, oversee, authorize and schedule all tow pilots flying the club tow plane(s) or towing the club's gliders. The Chief Tow Pilot shall adopt safety standards to

assure safe operation of the club tow plane(s) and the glider aircraft which are served by the tow plane(s).

Section 2. The Chief Tow Pilot will work with the Operations Officer to schedule maintenance and to assure safe and legal operation of the club tow plane(s).

ARTICLE XV: SPECIAL COMMITTEES

Section 1. Special Committees may be appointed by the President as deemed necessary or advantageous to the Club.

Section 2. The Chairperson of a special committee shall attend Board of Directors' Meetings at the direction of the President or when business is to be transacted or information reported.

ARTICLE XVI: FINANCES

Section 1. The fiscal year of the Club shall be the calendar year.

Section 2. Any member who has failed to pay dues and/or hanger rent, or any sum owed to the Club within sixty days after said sums are due, shall be considered a delinquent member, placed on inactive status, and not authorized to use Club equipment. Dues are payable in advance on March 31 and payment of hanger rent is due at the end of each month as billed by the Treasurer. Any member who fails either to pay his account or make arrangements acceptable to the Board of Directors within ninety (90) days after the due date, shall automatically be considered as withdrawing from membership. Such person may be reinstated only after payment of all sums due and approval by the Board of Directors.

Section 3. Each and every operation of any aircraft owned or operated by the Club, insofar as financial responsibility for loss or damage resulting from operation of said aircraft is concerned, shall be conducted at the risk of the member under whose jurisdiction the aircraft is flown. In any one incident involving loss or damage to said aircraft, the member having financial responsibility will be charged one hundred percent (100%) of the cost accruing to the Club after reimbursement by the Club's insurer.

Section 4. Any funds remaining in the treasury after all operating costs and expenses have been paid shall remain in the treasury for the replacement of equipment and as a reserve for contingencies as shall be determined by the Board of Directors. No funds shall be distributed to any member for individual use.

Section 5. The Club shall carry damage insurance on all Club aircraft and shall carry liability insurance adequate to protect the Club and its members.

Section 6. At the discretion of the Board of Directors, the books and accounts shall be audited by an Audit Committee of two (2) members appointed by the President with the advice and consent of the

Board. Report of the Audit Committee will be made to the membership at the next membership meeting. The Board of Directors may cause an independent audit to be made by an outside accounting firm when in their judgment it is deemed advisable.

ARTICLE XVII: ACCIDENTS, SUSPENSION, EXPULSION

Section 1. Any member damaging Club equipment or making an off airport landing in Club equipment, shall make a written report of such incident to the Board of Directors and shall attend the next Board meeting to provide information on such incident when requested by the Board of Directors.

Section 2. A member may be removed from office, suspended from membership for a period, or expelled for cause, such as: violation of any of these Bylaws, or Flight Regulations, or other rules of the club, or for conduct prejudicial to the best interests of the Club. Such removal, suspension or expulsion shall require a majority vote of all the Active Members present at a Special Meeting. A statement of the charges and a notice of the time and place of the Special Meeting, shall be emailed to the member concerned at least fifteen (15) days before the Special Meeting, and the member shall have an opportunity to present a defense at the meeting. Voting by email or proxy shall not be permitted at such Special Meeting.

ARTICLE XVIII: AMENDMENTS

Amendments of these Bylaws may be made by a majority vote of the Active Members of this Club in good standing. Amendments may be acted upon at any membership meeting or by email ballot, provided the substance of the proposed amendment shall have been stated in the notice of the meeting and that each member shall have had at least one week notice in advance of such proposed amendment.

ARTICLE XIX: DISSOLUTION

This Club may be dissolved by affirmative vote of two thirds (2/3) of the Active Members. After liquidation of the assets and satisfaction of all obligations of the Club, any remaining funds shall be distributed to Active Members in good standing and Life Members; Each Active Member in Good Standing and Life Member shall receive one share plus 1/10 share for each year of active membership in the Club to a maximum of one additional share.