

Westchester Flying Club, Inc.

Bylaws

Amended and Restated December 11, 2007

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ARTICLE I. NAME

Section 1.1. Name

The name of the Corporation is Westchester Flying Club, Inc., a Connecticut non-stock corporation, hereafter referred to as the Club.

ARTICLE II. PURPOSES

Section 2.1. Purposes

The purposes of the Club are:

- (a) To provide aircraft for the use and enjoyment of its members
- (b) To promote skillful and safe operations of such aircraft
- (c) To promote and foster friendship in the air and on the ground.

ARTICLE III. EQUIPMENT

Section 3.1. Aircraft

The Club may own, lease, rent, or operate one or more aircraft for use by its members and such other equipment as may advance the Club's purposes.

Section 3.2. Funding

Funding for Club activities is accomplished on a cost-sharing basis among the membership which consists of dues, paid on a monthly basis, per hour flying charges based on aircraft usage, and assessments. The Executive Committee determines the dues, flying charges, fuel charges, and assessments annually or at some other time it deems appropriate. All such dues, flying charges, and assessments (other than fuel charges) must be approved by the membership before going into effect; provided, however, that no modified fuel charge may become effective until the membership is informed via e-mail.

Section 3.3. Approval of Expenditures

The maintenance coordinators may approve expenditures for maintenance or repair of an aircraft.

Expenditures of \$1,000 or less other than for maintenance or repair of an aircraft must be approved by the Executive Committee.

Any expenditure exceeding \$1,000 other than for maintenance or repair of an aircraft and any Club borrowing of any nature must be approved by the membership. The expenditure or borrowing shall be discussed in advance at a regular club meeting. Approval requires a majority vote at the next regular Club meeting.

ARTICLE IV. MEMBERSHIP

Section 4.1. Eligibility

Any person 16 years of age or over shall be eligible for membership, subject to limitation of total membership described in "Club Capacity". Applicants under 18 years of age must have their applications endorsed by a parent or legal guardian. Application shall be made to the Club on an official Application Form, which shall include a signed commitment to abide by these Bylaws and by the Operating Rules of the Club. The Executive Committee may require applicants to appear before it, and may investigate applicants to determine their acceptability.

Section 4.2. Classes of Membership

Membership shall consist of a single class. Every member shall share equally in the rights and responsibilities of Club operation, and shall be entitled to one vote on any business that comes before the membership.

Section 4.3. Club Capacity

Applications will be considered in order of their receipt. The Executive Committee will decide upon acceptance, placement on a waiting list, or rejection. The Secretary will then notify the applicant.

Members wishing to return from a period of inactive status shall be given preference over all other applicants. Former members desiring reinstatement will be placed on the waiting list immediately behind any inactive members desiring return to active status.

Maximum membership is 12 times the number of aircraft operated by the Club.

Section 4.4. Acceptance

Applicants are initially accepted or rejected to Club membership by a majority vote of members present at a regular Club meeting. No person may be accepted for membership unless full payment of the application fee has been received and a copy of his or her current pilot certificate, FAA medical certificate and any other requested documents have been supplied to the Records Officer. The Records Officer shall so attest at the time the members vote.

Continued membership is contingent upon completing the requirements of Operating Rule #2, "The Initial Club Checkout", which, in addition to aircraft checkout, includes a review of "Judgment", "Regulations" and "Club Rules".

If during the initial 90 day period, the Initial Club Checkout requirement is not met, or if the new member does not exhibit safe flying characteristics, prompt payment of bills, consideration of other members and care of Club aircraft, then the Executive Committee, in its discretion, may terminate the new member and return any initiation fee. Such terminated member shall remain responsible for any Club charges incurred during the

period prior to termination. An extension to the 90-day period may be granted by the Executive Committee.

At the end of the 90-day period, unless the Executive Committee takes action to terminate or extend the period, the new member will automatically become a regular member. Any member so expelled shall have the right to appeal his or her expulsion at the next regular club meeting. A majority vote of the members present can override that expulsion.

Section 4.5. Flying Status

In order to act as Pilot in Command of Club aircraft, you must be a current active member of the Westchester Flying Club, not be in arrears, and have all of the following:

- (a) A valid private or higher pilot license,
- (b) A current FAA medical certificate,
- (c) A current F.A.R. Part 61 flight review or equivalent, and
- (d) Have completed the appropriate Club checkouts as specified in the Club's operating rules and Bylaws.

-or-

- (e) Be under the instruction of a Club-approved flight instructor physically in the aircraft with you,

-or-

- (f) If a student pilot, he or she must carry a current FAA Medical Certificate and valid FAA Student Pilot Certificate, be under the direct supervision of a Club approved flight instructor, either in the front seat of the aircraft or with a signed endorsement by said instructor permitting solo flight. A copy of the initial and each renewal solo endorsement must be provided to the Club Records Officer with 72 hours of being issued.

Section 4.6. Discipline

Any member may be censured, restricted from using Club aircraft, suspended, or expelled by the club for violation of these Bylaws or the Club's operating rules, or for acts prejudicial to the Club or the safety of its members, by the following procedures:

- (a) Written charges by an officer or any Member, presented to the Executive Committee and to the accused member.
- (b) Approval of the proposed action by a two-thirds majority vote of the total members present at a regular meeting, at which the accused member may present a defense. The Executive Committee may suspend the member until the meeting.

(c) Members who violate Rule 8 of the WFC Operating Rules (Aircraft Reservations) shall be subject to the following penalties:

(i) Fined \$50 for the first violation.

(ii) Grounded for 30 days for a second violation within a six-month period. The grounding shall take effect upon the adjournment of the next regular Club meeting following the violation.

(iii) Members who violate any of these rules for a third time within a twelve-month period shall be further disciplined as described in the introduction to this section.

(d) The decision of the membership with respect to any disciplinary action shall be final and shall not be reviewable by any court or other tribunal. Notice under this Section shall be given by the Club Secretary or in any manner permitted under the Connecticut Revised Nonstock Corporation Act.

(e) Every member is expected to act in a respectful, courteous manner at all times. Personal attacks (written, verbal, or physical) or insults may be reported, in writing to the Executive Committee, who will review the complaint and determine what, if any, sanctions may be appropriate. Sanctions may include suspension of reservation privileges, expulsion from the club or other penalty and must be approved by a two thirds majority of members present at the monthly meeting immediately following the ruling.

Section 4.7. Resignation

Resignation of membership is official as of the date of receipt of a letter of resignation. Members who resign and who are not in arrears are entitled to a refund of a portion of their application fees, as published in the Club Prospectus, when their vacancies are refilled by new members.

Resigning members will receive their refunds in order of resignation. Resigning members can obtain their refunds without waiting by introducing a replacement who is accepted into membership.

Former members are entitled to re-apply for membership subject to the terms and conditions of "Club Capacity" and "Acceptance", within one year of resignation, by application accompanied by all dues and assessments paid by members in the interim, any unpaid flying charges and any refund if it has been paid. The returning member may also elect to simply pay the application fee and any unpaid flying charges.

Section 4.8. Arrears

Any member whose bill is not paid by the due date shown on their monthly bill is in arrears and is automatically prohibited from flying Club aircraft until the account is paid to the satisfaction of the Treasurer. The Club may charge Late Fees.

Any member who is three months or more in arrears will, upon written notification to the member's last known address, mailed at least five days before the next regular meeting, be considered for dismissal from membership at such regular meeting unless all arrears are paid at or before the meeting. A member so dismissed is not entitled to the refund described in "Resignation". If the Club approves, the member may be reinstated by the procedure in "Resignation".

Section 4.9. Inactive Status

Any member may elect to go on inactive status for a minimum period of one year by notifying the Club Secretary in writing. Inactive Status will be granted as of the end of the month during which the Secretary receives such notification. All outstanding bills must be paid before a member may be placed on inactive status. While on inactive status, members may not operate any club aircraft and shall be relieved of the obligation to pay dues or assessments.

Members wishing to return from inactive status must re-apply for active membership under the terms and conditions of "Club Capacity" and "Acceptance." Approval requires a majority vote of those members attending a regular club meeting. If such request is made and approved within one year of the member's going on inactive status, that member must pay all dues and assessments payable by members during the period of inactive status.

ARTICLE V. EXECUTIVE COMMITTEE

Section 5.1. Constitution, Purpose, and Duties

The business, property and affairs of the Club shall be managed and controlled by the board of directors, which also constitutes the Executive Committee, shall exercise all powers of the Club and take any action which is not prohibited or reserved to the membership by law, by articles of incorporation or by these Bylaws. The number of directors and the Executive Committee shall be four and consist of the following Officers.

(a) President. The President shall be the chief executive officer of the club and shall preside at all meetings of the Executive Committee and the membership. The President shall, with the Treasurer, sign all obligations, contract, deeds, mortgages, promissory notes, and other instruments as approved by the membership or the Executive Committee.

(b) Vice-President. The Vice President shall perform the duties of the President when the President is absent or unable to perform such duties and shall perform such other duties as may, from time to time, be assigned by the Executive Committee. In the absence of both the president and the Vice President, the Executive Committee shall appoint from among themselves, an Acting President.

(c) Secretary. The Secretary shall keep a record of the proceedings of the Club, and authenticate documents. The Secretary shall be responsible for upkeep of the Articles of Incorporation, Bylaws, and Operating Rules.

(d) Treasurer. The Treasurer shall be the chief financial officer of the Club. The Treasurer shall cause to be collected, held, controlled, and disbursed, subject to policies approved by the Executive Committee or membership, all monies of the Club, due the Club, and payable by the Club. In addition the Treasurer shall be responsible for all financial record keeping and financial reporting. The Treasurer shall, with the President, sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments as approved by the membership or the Executive Committee.

Collectively, it shall be the Executive Committee's duty to carry out the objectives of the Club, according to its By-Laws and Operating Rules, and the duly approved resolutions of the membership.

The Executive Committee shall determine whether the conduct of any member is a violation of the Bylaws or operating rules, or is detrimental to the safety of any member or Club aircraft, or is prejudicial to the interests of the Club.

Section 5.2. Additional Appointments

The Executive Committee may appoint, subject to the approval of the membership, other officers and committees to perform duties on Club's behalf such as but not limited to:

Accounts, Avionics, Maintenance, Records, and Safety

No such appointment or service by any such appointed member, officer or committee shall be deemed to constitute such member, officer or committee, an operator of any aircraft.

Section 5.3. Membership Committee

The Executive Committee shall appoint a Membership Committee which will be responsible for reviewing all membership applications and making recommendations to the club for acceptance or denial of the application.

Section 5.4. Indemnification

The Officers and members of the Executive Committee and their appointees shall be indemnified and held harmless by the Club for any action or inaction taken or not taken in the performance of their duties, so long as such action or inaction is taken or not taken in good faith. Members shall also be indemnified and held harmless by the Club for any action or inaction taken or not taken in connection with the exercise of the Members' rights to approve or disapprove action to be taken by or on behalf of the Club.

ARTICLE VI. CHANGES TO BYLAWS

Section 6.1. Procedure to Change Bylaws

Bylaws may be changed, deleted, and added to, by written notification to members at least 15 days prior to consideration of such change. Such changes, deletions, and additions may be approved by a vote of two thirds of members present. Written absentee votes will be accepted.

ARTICLE VII. CLUB MEETINGS

Section 7.1. Monthly Meetings

Club meetings will be held monthly. The time and location of the meeting will be determined by the Executive Committee.

Section 7.2. Annual Meeting

The December monthly meeting shall be the Annual Meeting, at which elections for officers and directors shall be held.

Section 7.3. Special Meetings

Special Meetings can be called by the Executive Committee, President or any five members as a group.

Section 7.4. Executive Committee Meetings

The Executive Committee shall meet from time to time in the execution of its duties. The President (or, in the absence of the President, the Vice President) shall call Executive Committee Meetings.

Section 7.5. Quorum

For all meetings of the club membership, a quorum shall consist of 20 members or 30% (rounded up) of the then-current membership, whichever is lower. For all meetings of the Executive Committee, a quorum shall consist of a majority of the committee members.

Section 7.6. Minutes

Minutes must be recorded for all meetings, including Executive Committee meetings and such minutes must be disseminated among the membership or incorporated in the minutes of the next monthly meeting.

Section 7.7. Proxies

Proxies shall not be allowed for any club business. A member who knows in advance that they will be unable to attend a meeting may vote on a previously announced item by submitting a signed absentee ballot to the Club Secretary.

Section 7.8. Record Date

Members shall be entitled to vote at any regular, special, or annual meeting provided they are active as of the date of said meeting.

ARTICLE VIII. ELECTION OF OFFICERS

Section 8.1. Nominating Committee

A nominating committee shall be elected from the floor at the October Meeting. The nominating committee shall consist of three members not currently serving as officers or directors of the Club. The nominating committee will recommend a slate of candidates for officers and directors at the November meeting.

Section 8.2. Election Procedure

Election of officers shall be at the December meeting. In addition to the slate recommended by the nominating committee, nominations shall be accepted from the floor.

Section 8.3. Terms

The terms of newly elected officers and directors will begin on January 1 of the following calendar year. All officers and directors are elected for one-year terms. In the event elections are postponed, the current slate of officers shall continue in office until a new election is held. Vacancies shall be filled by a majority vote of those members present and voting at the first monthly meeting after the creation of the vacancy or at a special meeting called for that purpose.