

BYLAWS
OF
NAPLES FLYING CLUB, INC.

1 Jan 2012
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**BYLAWS
OF
NAPLES FLYING CLUB, INC.**

ARTICLE I. NAME & ORGANIZATION

ARTICLE I. SECTION 1: NAME

The name of this organization shall be Naples Flying Club, Inc., hereinafter, referred to as “CLUB.”

ARTICLE I. SECTION 2: ORGANIZATION

Naples Flying Club, Inc., is a corporation not for profit, organized and existing under the laws of the State of Florida with the original charter having been filed in the official records of Collier County Florida on the 7 day of January, 1955, in the Corporate Record Book #1 at page 299.

ARTICLE II. OBJECTIVES

THE OBJECTIVES OF THE CLUB ARE:

ARTICLE II. SECTION 1

To own and operate aircraft for the benefit of the CLUB membership.

ARTICLE II. SECTION 2

To provide for convenient use of CLUB aircraft by the membership.

ARTICLE II. SECTION 3

To maintain and operate CLUB aircraft, and the CLUB, so the use of the aircraft by members will be at the most economical rate consistent with good management.

ARTICLE II. SECTION 4

To promote safe and harmonious utilization of the aircraft by the membership.

ARTICLE III. MEMBERSHIP

ARTICLE III. SECTION 1: CLASSES

There will be two classes of membership in the CLUB.

The first will be a “regular” membership composed of individuals at least 21 years of age holding current valid pilot license certificates and medical certificates who

have submitted CLUB membership applications on the proper form, paid the proper application fee, have been duly approved and have purchased a membership position. Student pilots at least 21 years of age may be admitted to membership but may not operate Club aircraft until properly licensed.

The second will be a “family” membership composed of spouses or dependent children of “regular” members. These individuals must hold valid pilot license certificates and medical certificates and have submitted CLUB membership applications on the proper form, paid the proper application fee, family membership fee, and been duly approved by the Executive Committee.

For purposes of this section, a “spouse” is defined as a married partner living in the same household as the regular member.

For purposes of this section, “dependent children” is defined as children less than 21 years of age living in the household of the parent/Club member.

ARTICLE III. SECTION 2: MEMBERSHIP APPLICATION

Application for CLUB membership will be made by submitting an application on the form provided by the CLUB with a check for the required application fee. After the application has been circulated to the CLUB membership it will be approved or rejected by the Executive Committee. In the event of rejection, the application fee shall be returned. Approved applications that have not been exercised within a period of six months shall expire unless, upon request of the applicant, they are extended by the Executive Committee.

ARTICLE III. SECTION 3: MEMBERSHIP POSITION

After approval for membership status, CLUB membership is then officially obtained by an applicant through purchase of a membership position from either the CLUB or CLUB members who wish to sell their membership position. The price of a membership position is not pre-set, but is a market function arrived at through negotiation between the buyer and the seller. In the event a new applicant purchases the membership from a resigning member, written evidence of the transaction is to be presented to the CLUB before the new member’s membership position becomes effective.

Individuals approved for a “family” membership officially become CLUB members after completing the requirements set forth in Article III. Section 1 and are not required to purchase a membership position, but are CLUB members under the membership position purchased by the family member holding regular membership in the CLUB.

ARTICLE III. SECTION 4: RESIGNATION

A member wishing to resign from the CLUB and to sell their membership position to a new applicant must satisfy any indebtedness to the CLUB and provide written evidence of sale of the membership before the resignation and transfer of the membership position becomes final.

ARTICLE III. SECTION 5: INACTIVE STATUS

This section was rescinded 31 July 2010.

ARTICLE III. SECTION 6: INVOLUNTARY TERMINATION OF MEMBERSHIP

In the event that a regular member has failed to make payments to the CLUB of amounts due the CLUB for which statements have been sent to the member at their last known address, and the member has failed to make any arrangements with the CLUB or to contact the Executive Committee for a period of 180 days, the membership position of that member may be forfeited to the CLUB by action of the Executive Committee after the member has been duly notified by Certified Mail. The CLUB shall then have the right to sell the membership position to any person duly approved for membership, satisfy the indebtedness and any expenses incurred in the collection and refund the balance to the terminated member.

In the event that the Executive Committee finds a member in violation of Club rules such that the safety of the public, the safety of Club aircraft, the legal liability of the membership, or continued operation of the Club is at risk, then the Executive Committee shall restrict the member from further use of Club aircraft. Use privileges may be restored after the member is counseled, in person, by not less than two members of the Executive Committee and notified of the violation by Certified Mail with a copy to the member's file. If violation persists, the Executive Committee is authorized to take any measures necessary to protect other Club members and Club property including calling a general membership meeting for the express purpose of discussing the matter and voting to terminate the offender's membership.

ARTICLE IV. DUES, ASSESSMENTS, FEES AND COSTS

ARTICLE IV. SECTION 1: SETTING OF DUES, ASSESSMENTS, COSTS AND FEES

It shall be the responsibility of the Executive Committee to set monthly membership dues, costs for the operation of the aircraft, fees for application to membership and other fees as applicable. Purchase of additional equipment in excess of \$1,500 and any assessments are to be decided by membership vote.

ARTICLE IV. SECTION 2: APPLICATION FEES

Any new application for membership shall be accompanied by an application fee. The amount of the fee shall be set by the Executive Committee.

ARTICLE IV. SECTION 3: DUES

Each member of the CLUB shall pay dues on a monthly basis as set by the Executive Committee. The amount of the monthly dues shall be consistent with the fixed expenses of the CLUB that will accrue on a regular basis even if no aircraft are flown.

ARTICLE IV. SECTION 4: HOURLY RATES

Rates for the use of the aircraft by CLUB members shall be set on an hourly basis by the Executive Committee. These rates will be set consistent with covering the expenses of operation of the aircraft including periodic inspections and maintenance.

ARTICLE IV. SECTION 5: ASSESSMENTS

In the event the CLUB must have additional funds to operate above dues and hourly rates, to cover the expenses of some unforeseen event, an assessment of the membership shall be proposed by the Executive Committee subject to a vote by the membership at a regular or special meeting.

ARTICLE V. DIRECTORS

ARTICLE V. SECTION 1: DIRECTORS

The elected directors of the CLUB shall be: a President, a Vice President who shall also be the CLUB maintenance director, a Secretary and a Treasurer.

ARTICLE V. SECTION 2: TERM OF OFFICE

The President, Vice President, Secretary and Treasurer shall hold office for a term of twelve months or until their successors are elected and qualified.

ARTICLE V. SECTION 3: DUTIES OF DIRECTORS

PRESIDENT: The President shall be the Chief Executive Director of the CLUB and shall preside at all meetings of the CLUB and of the Executive Committee. The President may call any meeting of the members and of the Executive Committee and shall have, subject to the advice and control of the Executive Committee, general charge of the business of the CLUB. The President shall execute all contracts and instruments of the CLUB. The President shall also perform such other duties as general usage would dictate and such as may be assigned by the Executive Committee and the CLUB membership.

VICE PRESIDENT - MAINTENANCE DIRECTOR: 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. The Vice President shall also perform such duties connected with the operation of the CLUB as may be suggested by the President.

The Vice President shall also be the Maintenance Director of the CLUB and as Maintenance Director shall:

- A. Be responsible for maintaining the required current information in the log books of the aircraft.
- B. Be responsible for seeing that the aircraft are maintained in proper operating condition and that all checks, inspections and major overhauls are properly

performed and that all service bulletins relating to the aircraft are properly complied with.

- C. Be responsible for all papers, documents and other records that are required to be carried in the aircraft and for the execution of all documents required upon the completion of inspections and repairs.
- D. Be responsible for verifying pilot qualifications of members and those new members are given appropriate check rides by a competent flight instructor. The Vice President shall have the authority to waive this requirement when deemed appropriate.

SECRETARY: The Secretary shall work closely with the other members of the Executive Committee to insure the smooth operation of the CLUB. The Secretary shall perform such duties as are, by general usage, indicated for such a position and as may be assigned by the Executive Committee. It shall be the particular duty of the Secretary to support the President in all matters. Other specific duties of the Secretary are:

- A. To keep minutes of all the meetings of the CLUB and Executive Committee and such other meetings as are necessary for the operation of the CLUB.
- B. To generate correspondence as required and reply to correspondence received and to keep a record of such correspondence.
- C. To handle and manage applications for membership, the transfer of memberships and to generally keep a record of CLUB memberships.
- D. To file all reports as are required by government agencies, insurance companies or other such entities.
- E. To work closely with the Executive Committee regarding records and correspondence related to such items as bills, contracts, insurance, etc.
- F. To keep the membership informed of CLUB matters and information of a significant nature.

TREASURER: The Treasurer shall be the Financial Director of the CLUB and shall handle and account for the funds of the CLUB. Duties of the Treasurer shall include such duties as the title Treasurer, by general usage, would indicate and such as may be assigned by the President and the Executive Committee. The particular duties of the Treasurer shall be:

- A. To maintain bank accounts in the name of the CLUB and deposit therein funds accruing to the CLUB from all sources and to disperse such funds, by check, as properly authorized.
- B. To send, on a monthly basis, statements to the CLUB members indicating the amount due the CLUB for dues, aircraft usage, assessment and other properly authorized fees.

- C. To provide periodic statements to the Executive Committee and the CLUB membership reflecting the receipt and the disbursement of funds and the financial status of the CLUB.
- D. To arrange for the maintenance of records for the CLUB reflecting receipts and disbursements of funds and the status of individual accounts for each member showing statements from and payments to the CLUB.

ARTICLE VI. EXECUTIVE COMMITTEE

ARTICLE VI. SECTION 1: COMPOSITION

The Executive Committee of the CLUB shall be composed of the directors of the CLUB. The Executive Committee shall have such executive powers as expressly granted to it by the membership or by these bylaws.

ARTICLE VI. SECTION 2: POWERS

The powers, business and property of the CLUB shall be exercised, conducted and controlled by the Executive Committee.

ARTICLE VI. SECTION 3: VACANCIES

In the case of a vacancy in the Executive Committee, the remaining members of the committee shall fill such vacancy for the balance of the term by appointment from the CLUB membership. If two or more vacancies occur simultaneously, they shall be filled by vote of the members at a regular or special meeting duly called.

ARTICLE VI. SECTION 4: MEETINGS

Meetings of the Executive Committee may be called at any time by the President or upon the request of any two members of the Committee.

Notice of such meetings of the committee stating the time and place shall be mailed, e-mailed, or personally delivered to each member of the Committee not later than the day before the day appointed for the meeting, unless in the case of an emergency. Notice of all regularly scheduled meetings of the committee shall be mailed or e-mailed to each member of the CLUB in the regular monthly mailing.

Three members of the Executive Committee shall constitute a quorum at all meetings and the affirmative vote of a majority of the committee members present shall be sufficient to pass any resolution or authorize any act of the Committee and the CLUB.

The Executive Committee shall have the power and authority to adopt, promulgate and enforce all rules and regulations pertaining to the use and operation of the CLUB and CLUB property.

ARTICLE VII. RULES GOVERNING USE OF AIRCRAFT

ARTICLE VII. SECTION 1: OPERATING RULES

General operating rules governing the use of CLUB aircraft shall be formulated by the Executive Committee and distributed to all members. Membership in the CLUB is contingent upon the operating rules being followed and abided by.

ARTICLE VII. SECTION 2: DAMAGE TO AIRCRAFT

Damages to CLUB aircraft that are the result of improper, careless or negligent operation of CLUB aircraft by a member shall be paid for by available insurance funds with the member being responsible for any portion of the expense not covered by insurance.

ARTICLE VIII. MEETINGS

ARTICLE VIII. SECTION 1: ANNUAL MEETING

The annual meeting of the CLUB shall be held during July of each year, the date, place and hour to be designated by the President.

ARTICLE VIII. SECTION 2: MEETINGS OF EXECUTIVE COMMITTEE

Regular meetings of the Executive Committee may be held at such time and place as the Executive Committee may from time to time determine. CLUB members will, whenever possible, be advised of the time and place of these meetings through regularly published material and may attend and be heard on matters of interest.

ARTICLE VIII. SECTION 3: REGULAR MEETINGS

The regular meetings of the CLUB shall be the Annual Meeting in July and a second meeting in January or February. The date, place and hour of the second meeting is to be designated by the President.

ARTICLE VIII. SECTION 4: SPECIAL MEETINGS

Special meetings of the general membership may be held at such time and place as the President may determine, or may be called by a majority of the Executive committee, or by written petition of at least 15% of the membership. Within three days after such demand by written petition of the membership or of the Executive Committee, it shall be the duty of the Executive Committee to set a time and place for such meetings.

ARTICLE VIII. SECTION 5: NOTICE OF MEETINGS

Written notice shall be given to every member entitled to participate in meetings at least one week preceding all meetings. It shall be accompanied by a statement of the purpose of the meeting. Attendance at the meeting shall constitute a waiver of notice and/or statement of purpose of such

meeting and waiver of any and all objections to the place of the meeting, time of the meeting, or manner in which the meeting has been called or convened.

ARTICLE VIII. SECTION 6: QUORUM AND VOTING

At any meeting of the CLUB membership a quorum shall consist of one-third of the members in good standing present in person or by proxy. At any meeting of the Executive Committee at quorum shall consist of any three of the four members. A majority of the votes cast at a regular or special meeting of the membership or at a meeting of the Executive Committee at which a quorum is present shall be sufficient for the conduct of business, except for the purchase or sale of aircraft which will require an affirmative vote of three quarters of the members in good standing present in person or by proxy. The method of voting at any meeting shall be specified by the presiding director.

ARTICLE VIII. SECTION 7: ELECTION OF DIRECTORS

At the Annual Meeting of the membership, the members shall elect a President, a Vice President, a Secretary and a Treasurer as specified by these bylaws.

ARTICLE IX. RECORDS - REPORTS - FISCAL YEAR

ARTICLE IX. SECTION 1: FISCAL YEAR

The fiscal year of the CLUB shall be January 1 to December 31.

ARTICLE IX. SECTION 2: RECORDS

Records of the finances, actions at meetings, aircraft usage, aircraft maintenance, insurance and other business of the CLUB shall be kept by the CLUB directors as specified elsewhere in the bylaws. These records shall be made available at any time, with reasonable notice, for perusal by CLUB members.

ARTICLE X. SECTION 3: REPORTS

From time to time the CLUB directors will prepare reports, reflecting the business and standing of the CLUB for presentation to the CLUB membership.

ARTICLE X. AMENDMENT TO BYLAWS

After adoption of a resolution by the Executive Committee setting forth the proposed change, and upon proper notice, these bylaws may be amended, altered, or rescinded at a regular or special meeting of the membership at which the amendment, alteration or rescission is addressed, and at which a quorum for the conduct of business is present. A two-thirds affirmative vote of the votes cast, in person or by proxy, shall be required to effect such amendment, alteration or rescission.

ARTICLE XI. DISSOLUTION

The decision to dissolve or terminated the club shall be made by the membership at a regular or special meeting with the vote meeting the requirements set forth in Article XI. In the event diligent effort to raise a quorum for a Membership meeting has failed on two occasions the decision will be made by the Executive Committee.

Upon the properly authorized decision for dissolution or winding up of the affairs of the CLUB, the Executive Committee, after providing for the payment of all obligations, shall distribute any remaining assets equally to the members of the CLUB currently in good standing.