

OXFORD FLYING CLUB, INC.

BY-LAWS

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ARTICLE I - ORGANIZATION

Section 1. The name of this organization shall be Oxford Flying Club, hereinafter referred to as the "Club".

Section 2. The Club shall be incorporated as a non-stock and nonprofit corporation in the State of Connecticut conducting operations as a social club according to section 501(c)(7) of the Internal Revenue Code.

Section 3. The seal of the Club shall be circular with the words "Oxford Flying Club Incorporated" in the circumference of the outer circle, the word "Seal" in the top half of the inner circle, the word "Connecticut" in the bottom half of the inner circle, and the letters "OXC" followed by "March 1992" in the center.

Section 4. The Club shall consist of a general membership governed by a Board of Directors elected from among the membership, hereinafter referred to as the "Board".

Section 5. The principal office of the Club shall be at a location in the State of Connecticut decided by the Club and declared to the membership.

Section 6. The Club shall use each month of the year as an accounting period and the calendar year as a fiscal year.

ARTICLE II - PURPOSE

Section 1. The Club shall exist to provide individuals with an organized method of learning aviation skills and developing safe flying procedures while sharing the recreational aviation experience and shall encourage the pursuit and safe practice thereof.

Section 2. The Club shall provide its members with properly maintained equipment.

Section 3. The Club shall provide a framework for perpetually achieving its goals as efficiently as possible.

ARTICLE III - MEMBERSHIP

ARTICLE III – MEMBERSHIP

Section 1. Categories.

- a. Regular memberships shall be offered for persons intending to fly Club aircraft. The total of Regular and Student members shall be limited to fifteen members per Club aircraft. This limit shall not apply to a former member who resigned from the club for medical reasons when the duration and/or prognosis of the medical condition is uncertain.
- b. Associate memberships shall be offered for persons not intending to regularly fly Club aircraft. However, associate members who are also certified flight instructors may fly club aircraft in a pilot-in-command capacity as long as they do so in the furtherance of club business. Associate members may be allowed to fly Club aircraft in a limited way

as approved by the Club or Board. Associate members shall not be limited in number unless the Club or Board imposes such a limit. Except for medical reasons, a Regular member may not become an Associate member if he or she has been an Associate member within the previous twelve months. Except for a member who became an Associate member for medical reasons, an Associate member may not become a Regular member unless the current number of Regular members is below the Regular limit. When a Regular membership becomes available, it will first be offered to Associate members in the order of longest cumulative Club membership. If there are no Associate members, or if all Associate members decline the offer, then the membership will be offered to prospective members in the order in which applications were received and accepted.

- c. Corporate-sponsored memberships shall be offered for persons who are associated with a corporate sponsor. Corporate-sponsored members may be allowed to fly Club aircraft in a way as approved by the Club or Board.

Section 2. Application.

- a. All candidates shall complete a membership application provided by the Club and submit it to any Club member.
- b. All candidates shall be interviewed by at least two Club members for the purpose of determining acceptability. These members shall report the results of their interview to the Membership Chair or his designee.
- c. Acceptance or rejection of a candidate shall be secured by a simple majority vote of the membership present at the Club or Board meeting where the interview results are presented.

Section 3. Privileges and limitations.

- a. All members shall have the right to participate at any Club or Board meeting except executive sessions of Board meetings.
- b. All members shall have the right to vote at Club meetings.
- c. Any member may request conversion to another membership category providing all requirements for the requested membership category are satisfied.
- d. Regular members shall have access to any Club aircraft. Regular members who only have a student pilot certificate shall only have access to Club aircraft designated as student aircraft. Associate members shall have limited access to any Club aircraft.
- e. All members shall use Club aircraft in accordance with, and in order of, the following: 1) any federal, state or local law or regulation, 2) any insurance restriction, 3) these By-Laws and any appendices thereto, and 4) the Club's Training and Operations manual as updated by the Club. Failure to do so shall constitute cause for the Club or Board to take

action necessary to enforce compliance or prevent violation.

- f. All members shall have the right to appeal any action brought about by the application of these By-Laws. Appeal may be made at any Club or Board meeting. Notice of possible appeal shall be sent to all members at the request of the appealing member. The outcome of the appeal shall be decided by majority vote of the members present at the meeting where the appeal is made and shall be final.

Section 4. Interest and liability.

- a. Members shall have no interest in any assets owned by the Club, unless approved by the club.
- b. An individual member shall be personally liable for any damages which that member incurs which are not covered by any insurance the club may possess.
- c. An individual member shall be personally liable for the deductible portion for any damages, which the member incurs, unless such damage is deemed by the Board of Directors to have been caused by circumstances beyond the control of the member.

Section 5. Termination.

- a. A member may voluntarily terminate membership at any time by communicating such intention to the Treasurer.
- b. Pending appeal, a membership may be involuntarily terminated at any time for action which the Club or Board determines is disruptive to the activities of, or is contrary to the purposes of, the Club. The member shall be notified in writing of the reasons for termination.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the managing authority of, and have the fiduciary responsibility to, the Club.

Section 2. The Board shall manage the Club to the greatest extent possible and practicable by the full participation of the membership.

Section 3. The Board shall consist of the eight elected officers of the Club and the Immediate Past President. If, for any reason, the Immediate Past President does not serve on the Board, then the Board shall elect a Director to serve in his position. No individual member may be allowed to hold more than one office or position on the Board of Directors at any given time.

Section 4. Except for the Presidency, the Board shall fill any Board position which becomes vacant by the decision of the remaining Board members.

Section 5. Any Board member may be removed from the Board by a two-thirds majority vote of the membership. The Board member shall be notified in writing of the reasons for removal.

Section 6. In the event of dissolution of the Club, the Board shall select a non-profit organization to receive any remaining equity of the Club unless there is a two-thirds majority vote of the members present at a Regular or Special Club meeting called to discuss the dissolution of the Club, at which a quorum is present, to allocate any remaining equity of the Club on the following basis:

Each current member on the date of the above called Regular or Special Club meeting shall receive a percentage based on the payments for membership dues and for flight time that the club has received from each current member for the five (5) years preceding the date the vote for dissolution is taken.

ARTICLE V - OFFICERS

Section 1. The officers of the Club, and the duties of each with respect to the Club, shall be as follows:

- a. The President shall be a regular member and shall provide an agenda for all meetings, preside at all meetings, call all special meetings, form all special committees as necessary, serve as an ex officio member on all committees, and appoint all committee members not provided for elsewhere in these By-Laws.
- b. The Vice President shall discharge the duties of the President if the President is absent or unable to serve, succeed to the Presidency if that office should become vacant, periodically review the aircraft schedule to ensure compliance with the scheduling rules, and chair the Audit Committee.
- c. The Secretary shall keep an accurate record of the proceedings of all meetings for distribution to the membership, maintain the Appendix to these By-Laws for distribution to the membership, maintain Club information material for distribution to membership candidates, affix the Club seal to all documents requiring same, and transmit all documents requiring archiving to the Treasurer.
- d. The Treasurer shall collect all monies and pay all obligations, keep an accurate record of all financial transactions, present a financial position report at each Club meeting, be responsible for meeting any governmental financial reporting requirements, initiate legal action as necessary to protect the interests of the Club, archive all records of the Club, chair the Finance Committee, and serve as an ex officio member of the Audit Committee. The Treasurer may appoint one or more Assistant Treasurers.
- e. The Maintenance Officer shall ensure compliance with and the proper recording of all required maintenance, coordinate and schedule all routine maintenance, be the main contact for advice regarding emergency maintenance, provide a report of the condition of each Club aircraft at each Club meeting, and be the final individual authority within the Club concerning decisions affecting the airworthiness and security of Club aircraft. The Maintenance Officer may appoint one or more Assistant Maintenance Officers.

- f. The Safety Officer shall maintain the Club Training & Operations Manual, periodically review it with the Club, and ensure that each member has the proper pilot certificate and ratings, current medical certificate, and checkout and currency requirements demanded by the Club.
- g. The Membership Chair shall be responsible for membership recruitment when Club membership is below maximum, maintain a queue of prospective members when Club membership is at maximum, process and review membership applications, and coordinate new membership interviews.
- h. The Activities Chair shall be responsible for maintaining a current list of Club events and shall chair the Nominating Committee and appoint two non-Board members of the Club to assist in the nomination process.
- i. The Immediate Past President/Director shall be a member of the Board of Directors. His responsibilities shall consist of providing counsel on the overall direction and consistency in the governance of the Club. At the President's request, he may act as an ex-officio member of any ad hoc or standing committee of the club.

Section 2. Except for presidency at Club or Board meetings, the officers may designate members to assist them in the administrative aspects of their offices.

Section 3. The officers, or their designees, shall be compensated by credits applied to their respective Club accounts. These credits shall be computed by multiplying a flying time allowance by the lowest hourly rate in effect for the use of Club aircraft. The flying time allowance for each officer shall be as follows:

- a. President - one hour per month compensation.
- b. Vice President - one half hour per month compensation.
- c. Secretary - one half hour per month compensation.
- d. Treasurer – one hour per month for each plane that the club owns or leases that month. Such compensation shall be a minimum of three hours per month and shall not be reduced in the event the club elects to seasonally reduce the hourly rate in any given winter.. This compensation shall be divided among the treasurer and the assistant(s) at a ratio upon which they mutually agree.
- e. Maintenance Officer – one hour per month for each plane that the club owns or leases that month. Such compensation shall be a minimum of three hours per month and shall not be reduced in the event the club elects to seasonally reduce the hourly rate in any given winter. This compensation shall be divided among the maintenance officer and the assistant(s) at a ratio upon which they mutually agree.
- f. Safety Officer - one half hour per month compensation.

- g. Membership Chair - one half hour per month compensation.
- h. Activities Chair - one half hour per month compensation.
- i. Immediate Past President/Director - none.

ARTICLE VI - MEETINGS

Section 1. Club meetings shall be held preferably on ODD months but at a time and place decided by the Club and declared to the membership. Safety and Club Socializing shall be the focal points. Special Club meetings may be called at any time, providing that at least seven days prior to any such meeting the time and place is announced to all members. The regular November Club meeting, or a special Club meeting held in the month of November, shall be deemed the annual Club meeting. Club meetings and any required voting may be conducted electronically, whether by video conferencing, email, telephonically or other electronic means.

Section 2. Board meetings shall be held preferably on EVEN months but at a time and place decided by the Board and declared to the membership. Any regular or associate member who attends shall be able to vote on any issue requiring a vote. Special Board meetings may be called at any time, providing that all Board members are given prior electronic notice as to the time and place. Board meetings and any required voting may be conducted electronically, whether by video conferencing, email, telephonically or other electronic means.

Section 3. A quorum for Club meetings shall consist of one-third of all Regular members.

Section 4. A quorum for Board meetings shall consist of one-half of all members of the Board.

Section 5. Any regular or special Club meeting which lacks a quorum may devolve to a special Board meeting without further notice to Board members.

Section 6. All meetings shall be conducted according to Robert's Rules of Order, Revised.

ARTICLE VII - ELECTIONS

Section 1. The Nominating Committee shall present its slate of candidates at a Club meeting held in a month preceding the annual Club meeting. In addition, nominations may be taken from the floor at the annual Club meeting.

Section 2. Election of candidates shall be secured by a simple majority vote of the members present at the annual Club meeting. In the event of a tie vote, the incumbent officer or director shall cast one additional vote.

Section 3. Officers and directors shall assume office on the first day of January following their election and shall serve for a term of one year.

ARTICLE VIII - COMMITTEES

Section 1. The standing committees of the Club shall be as follows:

- a. The Nominating Committee shall consist of one Board Member and one non-Board member.
- b. The Activities Committee shall consist of the Chair and any other members the Chair may elicit. The committee shall be responsible for planning and conducting all social activities of the Club.
- c. The Membership Committee shall consist of the Membership Chair and any other members the Membership Officer may elicit. The committee shall recruit prospective members when the Club membership is below maximum, maintain a queue of prospective members when the Club membership is at maximum, accept and review membership applications, and interview membership candidates.
- d. The Audit Committee shall consist of three members including the Chair, who shall be the Vice President. The committee shall be responsible for determining the accuracy of the financial records of the Club and may audit the records at any time to achieve this purpose. It shall conduct an audit immediately at the close of each fiscal year and present its findings to the membership at a Club meeting held preferably no later than the following March.
- e. The Finance Committee shall consist of three members including the Chair, who shall be the Treasurer. The committee shall be responsible for maintaining a Club financial plan, changes to which shall be approved by action taken at Club meetings. It shall monitor the financial performance of the Club and make recommendations to the membership regarding decisions required to achieve the objectives of the financial plan. At least one of these recommendations shall be in the form of an annual budget presented to the membership at a Club meeting held preferably no later than April of each year.
- f. The Long Range Planning Committee shall consist of at least three members including the Chair, who shall be the Vice President. The committee shall be responsible for determining the long range goals of the club and make recommendations to the membership regarding decisions required to achieve the objectives of those goals.

Section 2. The terms of all committee members shall expire on the last day of December.

ARTICLE IX - CHARGES AND CREDITS

Section 1. All rates and formulas used to compute charges and credits shall be decided by the Club from recommendations made by the Finance Committee and declared to the membership.

Section 2. A non-refundable and non-transferable Initial Membership Fee shall be charged at the time of acceptance into the Club to all members who have never before been a member of the Club. It shall be due and payable immediately and may differ according to membership category.

Section 3. Statements shall be presented to each member at the beginning of each month showing account activity for the previous month and the current balance of the member account. Any amount due shall be payable upon receipt of the statement.

Section 4. Charges may consist of any or all of the following:

- a. A Fixed Cost Allocation shall be charged to all members. This charge may differ according to membership category. It shall not be prorated, except for the first month.
- b. Monthly Membership Fee shall be charged to any member whose Initial Membership Fee was less than the Standard Membership Fee in effect at the time acceptance. This charge shall be an amount equal to a percentage of the difference between the Standard and Initial Membership Fees. It shall continue uninterrupted and without regard to change in membership category until the difference is zero. It shall not be prorated, except for the first month.
- c. Actual Flight Charges shall be charged to any member who has flown Club aircraft. This charge shall be computed by multiplying the aircraft tach time logged for each flight by the hourly rate in effect for the aircraft used and then adding the results.
- d. Deferred Flight Charges shall be charged to any member who has access to Club aircraft and whose Actual Flight Charges is less than the Minimum Flight Charge. This charge shall be computed by subtracting the Actual Flight Charges from the Minimum Flight Charge. Deferred Flight Charges shall accrue up to the Maximum Deferred Flight Credits. Deferred Flight Credits in excess of the maximum shall be forfeited.
- e. Finance Charges shall be charged to any member who has an amount due from prior accounting periods. This charge shall be an amount equal to a percentage of the past due amount.
- f. Miscellaneous Charges shall be charged to any member who incurs an expense in the name of the Club for which the Club does not accept responsibility. This charge shall be the amount of the expense incurred.

Section 5. Credits may consist of any or all of the following:

- a. Deferred Flight Credits shall be allowed for any member whose Actual Flight Charges exceed the Minimum Flight Charge. This credit shall be an amount equal to the accrued Deferred Flight Credits, or the excess Actual Flight Charges, whichever is less.
- b. Prepayment Credits may be allowed for any member who has a Prepayment Agreement with the Club. The amount of this credit shall be determined by the agreement.
- c. Officer Credits shall be allowed according to Article V, Section 3.
- d. Miscellaneous Credits shall be allowed for any member who incurs an expense in the name of the member for which the Club accepts responsibility. This credit shall be the amount of the expense incurred.

ARTICLE X - NOTICE

Section 1. The Club shall maintain the right to ignore any communication from a member, which is not delivered to it in writing or by electronic mail.

ARTICLE XI - AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds majority vote of the members present at a Regular or Special Club meeting, at which at least a quorum is present, provided that written notice of the proposed amendment is mailed or emailed to all members at least twenty-one days prior to the meeting at which the vote is planned. The notice shall include the meeting date for the planned vote along with the Article(s) and Section number(s) and the wording of the proposed amendment. Any member may attend and vote by proxy at the Regular or Special Club meeting called for this purpose.

ARTICLE XII - APPENDIX

Section 1. An appendix shall be maintained as an integral part of this document. It shall be called Appendix to the Oxford Flying Club By-Laws and shall carry a table of contents and appropriate revision dates. It shall be used to declare to the membership volatile information whose change is incidental to the application of these By-Laws.

Appendix to the Oxford Flying Club By-Laws

Revision History

| <u>Date</u> | <u>Change</u> |
|-----------------|--|
| June 1, 2007 | Added Revision History page and Mentored Student Membership provisions. |
| January, 2011 | Added “learning aviation skills and developing safe flying procedures” to Article II, Section I. |
| January, 2011 | Changed Article III, Section 1a to clarify that only 15 members, whether student or regular, are allowed per plane. |
| January, 2011 | Changed Article III, Section 3d to allow Associate members to fly club aircraft when approved by the membership at a club sponsored event. |
| January, 2011 | Changed Article IV, Section 3 to allow for an odd number of Board Members. |
| January, 2011 | Changed Article V, Section 1d & 1e to allow for but not require assistants to the Treasurer and the Maintenance Officer. |
| January, 2011 | Added Article V, Section 1g to allow for the Membership Officer to become a Director. |
| January, 2011 | Added Article V, Section 3g to indicate that the Membership Officer is a non paying position. |
| January, 2011 | Changed Article VIII, Section 2 to coincide with the Club’s fiscal year-end. |
| January, 2011 | Changed Article XI, Section 1 to mail or email proposed By-Law changes from 30 days notice to 21 days notice. |
| May, 2012 | Changed Article III, Section 1 to allow student members to remain on student status until they are old enough to take the PPL practical test. |
| May, 2012 | Changed Article IV, Section 6 to allow the members a wider choice of actions in the event of dissolution. |
| September, 2012 | Changed Article IV, Section 3 by adding, “No individual member shall be allowed to hold more than one office or position on the Board of Directors at any given time.” |
| September, 2012 | Added Article VIII, Section 2f to make the Long Range Planning Committee a standing committee of the club. |

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| February, 2013 | Changed Article V, Sections 3d and 3e from three hours to one hour for each plane that the club operates that month. Such compensation shall be a minimum of three hours per month and shall not reduce in the event the club elects to seasonally reduce the hourly rate in any given winter. |
| November, 2013 | Changed Article III, Section 1c by adding a sentence to allow for flying by associates in a limited way as approved by the Club or Board. |
| November, 2013 | Changed Article III, Section 2 by adding a sentence to allow for electronic mail acceptance of a new member who never has been a member of the club before. |
| November, 2013 | Changed Article III, Section 3e by adding a sentence to require members to adhere to the Club's Training and Operations manual as updated by the Club. |
| November, 2013 | Changed Article IV, Section 3 by changing "seven elected officers of the Club" to "eight elected officers of the Club and the Immediate Past President. If, for any reason, the Immediate Past President does not serve on the Board, then the Board shall elect a Director to serve in his position". |
| November, 2013 | Changed Article V, Section 1g by changing "Officer" to "Chair". |
| November, 2013 | Added Article V, Sections 1h AND 1i to include the Immediate Past President/Director and the Activities Chair to serve as a Board members. |
| November, 2013 | Changed Article VI, Section 4 by changing "four" to "one-half". |
| November, 2013 | Changed Article IX, Section 4a AND 4b by changing "It shall not be prorated" to "It shall not be prorated, except for the first month". |
| March, 2017 | Changed Article III, Section 1a from " <u>Regular</u> memberships shall be offered for persons intending to fly Club aircraft. The total of Regular and Student members shall be limited to fifteen members per Club aircraft. This limit shall not apply to a former member who resigned from the club for medical reasons when the duration and/or prognosis of the medical condition is uncertain." to " <u>Regular</u> memberships shall be offered for persons intending to fly Club aircraft. The total of Regular members shall be limited to fifteen members per Club aircraft." |
| March, 2017 | Changed Article III, Section 1b by removing the entire section as OFC does recognize a membership type as Student. |
| March, 2017 | Changed Article III, Section 1b by removing "and Student" rom "The total of Regular and Student members shall be limited to fifteen members per Club aircraft." |
| March, 2017 | Changed Article III, Section 1c so that it now becomes Article III, Section |

1b and changed it to “not intending to regularly fly Club aircraft” from “not intending to fly Club aircraft”.

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| March, 2017 | Article III, Section 1b – Scribner corrections only. |
| March, 2017 | Changed the last sentence in Article III, Section 2b from “These members shall report the results of their interview at the Club or board meeting where the vote of acceptance or rejection of the candidate is to take place” to “These members shall report the results of their interview to the Membership Chair or his designee.” |
| March, 2017 | Changed Article III, Section 2c from, “Acceptance or rejection of a candidate who has never before been a member of the Club shall be secured by a simple majority vote of the membership present at the Club or Board meeting where the interview results are presented. Acceptance of a candidate who has never before been a member of the Club may be accomplished by means of electronic mail in any procedure acceptable to the Club or Board.” to “Acceptance or rejection of a candidate shall be secured by a simple majority vote of the membership present at the Club or Board meeting where the interview results are presented.” |
| March, 2017 | Removed Article III, Section 2d which stated, “Acceptance or rejection of a candidate who was formerly a member of the Club shall be secured by a two-thirds majority vote of the membership present at the Club meeting where the results of the interview are presented. All current members shall be given sufficient prior notice of such vote.” |
| March, 2017 | Changed Article III, Section 3a by adding, “except executive sessions of Board meetings.” |
| March, 2017 | Changed Article III, Section 3b by deleting, “Members who are also members of the Board shall have the right to vote at Board meetings.” |
| March, 2017 | Changed Article III, Section 3d by changing “Student members” to “Members who only have a student pilot certificate”. |
| March, 2017 | Changed Article III, Section 3f by removing “two-thirds” from “a two-thirds majority” in the last sentence such as to read “a majority”. |
| March, 2017 | Changed Article III, Section 4a by adding, “unless approved by the club.” |
| March, 2017 | Article III, Sections 4 and 5 – Scribner corrections only. |
| March, 2017 | Changed Article IV, Section 1a by removing “unanimous” from “the unanimous decision” in the last sentence such as to read “the decision”. |
| March, 2017 | Changed Article V, Section 4 by requiring that the President be a regular member. The Treasurer may appoint an Assistant Treasurer |

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| March, 2017 | Changed Article V, Section 1d by allowing the Treasurer to appoint more than one Assistant Treasurer. |
| March, 2017 | Changed Article V, Section 3 by providing the President one hour per month compensation and the Vice President, Secretary, Safety Officer, Membership Chair, and Activities Chair one half hour per month compensation. |
| March, 2017 | Changed Article VI, Sections 1 and 2 by changing monthly membership meetings to meetings at the will of the members but preferably ODD months with Safety and Club Socializing as the focal points and changing Board meetings to be at the will of the Board but preferably EVEN month while allowing any regular or associate member who attends any Board meeting to be able to vote on any issue requiring a vote. |
| March, 2017 | Changed Article VI, Sections 1 and 2 by allowing electronic meetings and voting. |
| March, 2017 | Changed Article VI, Section 3 from “A quorum for Club meetings shall consist of one-third of all Regular and Student members.” to “A quorum for Club meetings shall consist of one-third of all Regular members.” |
| March, 2017 | Changed Article XI, Section 1 by adding “Any member may attend and vote by proxy at the Regular or Special Club meeting called for this purpose.” |
| November, 2017 | Changed Article III, Section 1 by adding subsection c. <u>Corporate-sponsored</u> memberships shall be offered for persons who are associated with a corporate sponsor. Corporate-sponsored members may be allowed to fly Club aircraft in a way as approved by the Club or Board. |