

ANN ARBOR FLYERS, INC
BYLAWS
NOV 2001

ARTICLE I General

1. The name of the organization is Ann Arbor Flyers, Inc.
2. The purpose is to provide a social club that will promote the growth of aviation by means of education and practical experience; to enable aviation to be available to members at reduced rates; to own and operate Aircraft; and to buy and sell property; and to receive gifts to further the purposes stated herein. [Filed with the State of Michigan, October 14 1940.]
3. Electronic forms of written communication, such as email or web-served text, shall constitute valid forms of mail or written notice for those members who are on record as having chosen this option.

ARTICLE II Membership requirements and duties

1. There shall be two categories of membership: active and inactive.

A. Active membership

1. All members are entitled to one vote, and the privilege may not be delegated to another. Voting shall be in person at a membership meeting or by written mailed ballot.
2. All members have the use of all Aircraft that they are qualified to fly according to the operating Rules of the Club.
3. The active membership of the Club shall be limited to 70. However, at the discretion of the Board, the limit may be increased to a maximum of 80 active members.

B. Inactive membership

1. Inactive members may not vote, or use Club Aircraft and are excused from payment of monthly dues and special assessments. [See 6 below]
2. Inactive membership may be granted to a member by the Board upon the member's written request, if circumstances substantially beyond the member's control make his active participation in the Club's activities impractical for an anticipated period of at least four months.
3. The member's refundable part of the membership fee shall remain in the Club account.

4. Inactive members are encouraged to participate in all social and educational functions of the Club.
2. An applicant for membership must submit a completely filled out and signed application to the Membership Committee, be introduced to the members at a meeting attended by at least a quorum, and pay the application and membership fees as set forth in the Operating Rules.
3. An applicant must appear at a meeting of the membership at which at least a quorum is present, and receive an affirmative vote of at least two-thirds of the members present.
4. Additional requirements for new members may be set fourth in the Operating Rules.
5. Admission to membership implies a commitment on the part of the new member to be an active member for at least twelve months. Members who resign before completing 12 months of active membership will be assessed a fee equal to the dues for the number of months remaining in this commitment. Time spent as an inactive member shall not count towards this commitment.
6. An inactive member may be reinstated as an active member by the Board upon request and upon the payment of any special assessments which may have been levied upon the active membership during the inactive period, and provided a vacancy in the active membership exists. In the event there is no such vacancy, the inactive member desiring active status has prior claim to active membership over new applicants.
7. Resignation from membership shall be in writing. If accepted, and the assigned hanger key returned, resignation becomes effective on the first of the month following the date of resignation.
8. Membership shall approve the rate of compensation for the officers and their assistants.
9. Membership shall approve all transactions which buy, sell, or trade club property that has a value greater than \$500.
10. Members will be held harmless from legal prosecution while performing appointed Club duties and functions, unless this performance is grossly negligent or willfully and wantonly negligent.

ARTICLE III Meetings

1. The Annual meeting shall be held within the first two weeks of October each year.
2. Regular membership meetings shall be held the second Wednesday of each month,

time and place as set forth in the Operating Rules.

3. Regular Board meetings shall be held a week before the regular membership meetings.
4. Special meetings, either membership or Board, may be called by the Board, either by its' own initiative, or by any five or more members. Special meetings shall be held at the time and place as determined by the Board.
5. One third of the active members shall constitute a quorum at any annual, regular, or special membership meeting.
6. Three Board members shall constitute a quorum at all Board meetings.
7. All meetings shall be conducted in accordance with Robert's Rules of Order.
8. Prior to regular membership meetings, the Board shall meet and act on resignations and requests for inactive or active status. They shall determine the current active membership count, the number required for a quorum at a regular membership meeting, and the order of processing applications for active membership.

ARTICLE IV Board of Directors

1. The Board of Directors, referred to as the Board, shall consist of the President Vice-president, Secretary, Treasurer, and Flight Supervisor. These officers shall be the governing body of the Club. The Board has the authority to act in the name of members in all matters not requiring the vote of the membership.
2. These officers shall serve two-year terms. The terms of office shall be staggered, with the President and Flight Supervisor elected one year, and the Vice-President, Secretary, and Treasurer elected the alternate year.
3. Elections shall take place at the Annual Meeting. New Officers shall assume their duties the first day of the month following the Annual meeting.
4. A member may not serve more than two consecutive terms on the Board.
5. Vacancies shall be filled by appointment by the remaining Directors until the next regular election for that office. The appointee shall be considered serving one full term if holding the office for one year or longer, and shall not be considered serving a term if holding the office for less than one year.
6. Any officer ceasing to be an active member shall be considered to have vacated the office.
7. Any officer may be relieved of the office by a vote of two-thirds of the active

membership.

8. All decisions of the Board must be supported by at least three officers and may be overruled by a two-thirds vote of the active membership present at a regular or special meeting attended by at least a quorum.
9. The Board shall recommend compensation for the officers and their assistants; such compensation to be in the form of non-transferable and non-refundable credit for flying time charges or dues.
10. The Board may discipline, ground, or expel members. The subject member may appeal the decision of the Board to the membership.
11. The Board may authorize the Flight Supervisor to contract for major repair or maintenance work on the Club's Aircraft.
12. The Board may appoint an assistant or assistants to the Secretary, Treasurer or the Flight Supervisor, and may determine the assistants' duties and their share of the officers' compensation for their duties.
13. The Board may award, defer, refuse, or reduce the refundable part of the membership fee of any member who resigns until settlement of claims and charges incurred in the Club by the member.
14. The Operating Rules shall define the refundable part of the membership fee.
15. The signature of any member of the Board but the secretary is required on all Club checks. The paid checks are to be returned to the Secretary for audit.

ARTICLE V Officers

1. President

- a. Shall preside at all meetings, both regular and special.
- b. May appoint committees and serve as ex-officio member of such committees without a vote, except in the event of tie votes.
- c. Shall secure in writing and approve all contracts involving more than \$500.
- d. May sign checks.

2. Vice-President

- a. Shall act on behalf of the President in all matters except in the appointment of committees when the President is unable to perform his duties.
- b. Shall be Chairman of the Membership Committee.
- c. Shall be responsible for all correspondence, documents, and activities related to membership status and attendance.
- d. May sign checks.

3. Secretary

- a. Shall conduct all correspondence for the Club except such as may be delegated to another officer or committee.
- b. Shall give written notice of the annual meeting to all active members and shall notify all active members of all regular and special meetings.
- c. Shall give written notice to all active members of changes to the Operating Rules and of proposed changes to the By-Laws.
- d. Shall keep minutes of all meetings.
- e. Shall be responsible for ORGANIZING, filing, and storing all Club documents and records.
- f. Shall receive and verify all bank statements and audits.

4. Treasurer

- a. Shall collect money due the Club.
- b. Shall deposit all receipts in a depository approved by the Board.
- c. May sign checks.
- d. Shall pay all bills associated with the Club's normal operation and other Club expenditures approved by the Board.
- e. Shall maintain records of all funds, income received, and disbursements.
- f. Shall execute all periodic reports required by the Federal, State, and local Governments, including Bank Account Authorization and other financially related documents.
- g. Shall sign all written contracts and obligations of the Club.
- h. Shall be responsible for all financial records of the Club, including bills of sale, insurance policies and other related documents.

5. Flight Supervisor

- a. Shall supervise the flying activities of all members.
- b. Shall maintain a schedule allowing active members to reserve the use of any Club Aircraft for specific periods in advance.
- c. Shall assist new members in becoming familiar with the Club's Aircraft and in contacting an instructor as required.
- d. Shall enforce Operating Rules pertaining to Aircraft operation and inform the Board of any violations thereof.
- e. May temporarily refuse any member the use of any airplane for any reason if he deems such action necessary, and will inform the Board of such action.
- f. May inspect any member's log book or flying record.
- g. Shall be responsible for the maintenance of the Club's Aircraft and will authorize routine repairs and maintenance. Shall inform the Board when major repairs and maintenance are necessary or desirable.
- h. Shall maintain airplane and engine log books as required by FAA regulations.

A ARTICLE VI Committees

1. The membership Committee with the Vice-President as chairman shall receive and review applications from prospective members.
 - a. The committee shall interview and investigate the applicant. The investigation shall include but not be limited to: checking references, credit check and report of the introductory ride instructor.
 - b. The committee shall inform the applicant prior to informing the Club membership of their findings.
 - c. The Committee shall be composed of at least three active members.
 - d. The membership committee shall follow procedures as described in the Operating Rules.

2. Additional Committees may be appointed as necessary to carry out various functions of the Club including but not limited to aircraft acquisition, nominations to office, rules revision, and special events.

ARTICLE VII Amendments

1. Amendments to the Article of Incorporation or to the By-Laws may be proposed by a committee of the Club, or by any t three active members.
2. Proposed amendments must be received by a representative of the Board at least 2 weeks before the regular meeting at which the proposed amendments are to be discussed.
3. The Secretary will inform the members prior to the regular meeting of the proposed amendments, in writing.
4. Following discussion by the membership, written ballots will be mailed to all active members with the proposed amendments.
5. The ballots shall be counted on the last day of the month following the month of mailing.
6. An affirmative vote of two-thirds of the active members voting or one-half of the active members, whichever is greater, shall be necessary to pass said amendments.

ARTICLE VIII Operating Rules

1. Operating rules pertaining to the day to day operation of the Club shall be maintained in printed form. Rules may include but not be limited to, Aircraft Operation, Aircraft Reservation, Membership, Grounding and Expulsion, Dues, Fees and Assessment, Flying Rates, and other flying or miscellaneous rules.

2. Rule changes shall be binding on all members 5 days after written notice of the rule changes have been mailed to the members.

3. Additions, deletions or modifications to these operating Rules may be made by the Board of Directors or by a majority of active members present at any regular or special meeting, attended by at least a quorum, where such changes are proposed.

ARTICLE IX Dissolution

1. The Club may be dissolved by a two-thirds vote of the active membership using the same procedures as required for amendments to the Bylaws.

2. If the Club is dissolved, outstanding debts shall be paid from the assets of the Club.

3. Assets remaining after all outstanding debts are paid shall be distributed equally among the active and inactive members, up to the amount of the members equity in the Club.

4. Any remaining assets after the member's equity is distributed, shall be distributed according to the laws of the State of Michigan.

ARTICLE X Status of this document

These by-laws replace all previous by-laws and shall be known as Ann Arbor Flyers Bylaws, Revision 10, Dated 14 NOV 2001.

For reference, the previous approved document was dated March 1982.

FILE:AAF Bylaws rev10.doc; W. Powell, AAF Secretary.