



**SANTA CRUZ FLYING CLUB
CLUB BYLAWS, as accepted
April 19, 2005**

• Article I

NAME

The name of this Club shall be the SANTA CRUZ FLYING SERVICE, INC. dba SANTA CRUZ FLYING CLUB

• Article II

PRINCIPAL OFFICE

The principal office of the Club is fixed and located at:

150 Aviation Way, Suite 6
Watsonville, California 95076
County of Santa Cruz

The location of the principal office may be changed from time to time. Any change shall be noted by the Secretary, but shall not be considered an amendment of these Bylaws.

• Article III

PURPOSE AND ACTIVITIES OF THE CLUB

The purpose of the Club is to provide excellent service and to provide and promote safe and enjoyable flying for its members at a reasonable cost. All activities of the Club shall be consistent with its Articles of Incorporation and be authorized by its Board of Directors.

• Article IV

MEMBERSHIP AND RIGHTS OF MEMBERS

Admission to membership is open to all applicants that have an expressed interest in general aviation. Each member will have rights, obligations, and interests consistent with their membership status in the Club. When a member's association with the Club terminates, his or her interest will revert to the Club.

• Article V

FEES AND ASSESSMENTS

- (A) Admission and membership fees shall be set and changed by the Board of Directors.
(B) All other assessments must be proposed by the Board of Directors for consideration and decision by the members of the Club. Before an assessment is imposed on all

members, a two-thirds vote of the members present and voting at an assessment meeting must be obtained. Notice of such an assessment meeting shall be given to all members at least two weeks in advance of such meeting.

• **Article VI**

TERMINATION OF MEMBERSHIP

(A) A Member of the Club may resign by notifying the club by any practical means. Membership shall also terminate upon death, or upon expulsion by the Board of Directors for cause.

(B) Notwithstanding any termination, all sums due to the Club from a member shall remain a debt in favor of the Club and shall be enforceable against the member or the member's estate. Moreover, all sums due and payable will continue to accrue late penalties and finance charges according to current club policies.

• **Article VII**

EXPULSION AND REINSTATEMENT OF MEMBERSHIP

Any member of the Club may be expelled by the majority vote of the Board of Directors. The General Manager or his or her designee, subject to review by the Board of Directors may suspend a member's flying privileges for any and all aircraft. Expelled members may seek reinstatement of their membership after a one (1) year absence from the Club. Members seeking reinstatement must provide a written request with justification to the Board and the General Manager for consideration at the next regularly scheduled board meeting after the one (1) year absence. Reinstatement is approved only after a positive vote from a majority of the Board, subject to existing membership regulations. Reinstated members must remain in good standing for at least two (2) years prior to seeking election to the Board of Directors.

• **Article VIII**

RIGHTS ON DISSOLUTION

Upon dissolution or winding up of the corporation, no part of the net income or the assets of the Club shall inure to the benefit of any director, officer or member thereof or to the benefit of any private individual but they shall be donated to a charitable organization.

• **Article IX**

MEETINGS

(A) Meetings of the members may be called and held as directed by the Board of Directors or by petition by at least 20% of the Club membership. There shall be at least one annual meeting each calendar year. The Board may elect to designate a regularly scheduled Board meeting as the annual meeting.

(B) The presence of 10% of the membership shall constitute a quorum for the transaction of business at any member meeting.

• **Article X**

DIRECTORS

(A) The authorized number of directors of the Club shall be seven (7) unless changed by amendment of the Articles of Incorporation or by an amendment of these Bylaws. One Board seat is designated ex officio for the General Manager.

(B) Every director shall seek to remain current and proficient as defined by existing club policies and regulations in at least one aircraft type at SCFC. Directors also are strongly encouraged to evaluate other aircraft rental and training operations in order to provide a competitive perspective on SCFC.

• **Article XI**

DIRECTORS: TERM OF OFFICE, REMOVAL, VACANCY

(A) All directors shall hold office for a term of (two) 2 years. Three (3) directors shall be elected in each even numbered year and three (3) directors elected in each odd numbered year. No director shall serve more than three consecutive terms.

(B) Of the three (3) seats elected in each even numbered year, one (1) shall be reserved for a SCFC aircraft owner. If no aircraft owner should run for election, this seat shall revert to a regular seat and shall be filled by a non-owner.

(C) Of the three (3) seats elected in each odd numbered year, one (1) shall be reserved for a SCFC CFI. If no CFI should run for election, this seat shall revert to a regular seat and shall be filled by a non-CFI.

(D) Of the three (3) seats elected in each odd numbered year, one (1) shall be reserved for a member holding a current pilot or student pilot certificate.

(E) If the status of a director should change during his or her tenure (e.g. becomes a CFI and/or aircraft owner), the director shall serve out his or her remaining term as defined by Article XI

(F). At the end of that term, eligibility to run for reelection shall be determined in accordance with Article XI (A), (B), (C) and (D).

(G) Annual election of directors shall be held no later than June with elected directors taking office July 1st.

(H) A director may be removed from office, for cause, by the affirmative vote of a majority of the remaining directors.

(I) Should a vacancy be created on the Board of Directors, the remaining directors shall have the option of filling the seat or leaving it open until the next election. In either case, this shall be determined by a majority vote of the remaining directors.

• **Article XII**

ELECTION OF DIRECTORS

(A) Any pilot or student pilot member in good standing subject to Article VII may run for a seat on the Board of Directors. Other than the General Manager who holds an ex officio seat on the Board, Club employees, contractors or consultants paid by the Club may not hold Board seats.

(B) Election to the Board of Directors shall be by paper or other means such as electronic ballot, provided that these ballots are accessible to the total membership. The candidates receiving the largest number of votes from the general membership shall be elected to the

vacant position in the class for which they are running.

(C) Should an equal number of votes be cast for two members running for the same class of seat, run off elections shall be held until the tie is broken. The first run off election shall be held within two weeks of the first election.

(D) The three Board members not seeking re-election shall be responsible for counting and maintaining the integrity of the election process. Reasonable efforts shall be made to allow other members to witness the ballot counting process. Cast ballots or data files shall be securely maintained for twelve (12) months after the election at the principal office.

• **Article XIII**

DIRECTORS MEETINGS

(A) Meetings of the Board of Directors shall be held no less than once each calendar quarter at such place and hour as may be decided by the Board or their designee. The Board shall keep and publish a twelve (12) month rolling calendar of meeting dates accessible to the membership. Reasonable efforts will be made to give Members at least two weeks' notice of changes to a scheduled meeting date.

(B) Special meetings of the Board of Directors shall be held whenever needed at the request of any director, and on 72-hour notice. A majority of the directors shall constitute a quorum for the transaction of business. These meetings need not be published nor are they open to the membership unless a majority of the Board votes to open the meeting to membership attendance. Resolutions passed at Special meetings will be recorded into the minutes of the next regular board meeting.

• **Article XIV**

POWERS OF THE BOARD OF DIRECTORS

(A) The Board of Directors shall have the power to establish rules and regulations for conducting the affairs of the club or to revoke, modify or change such rules and regulations. All such rules and regulations must be consistent with the Federal, State and County laws, and with the Articles of Incorporation of the Club. Delegation of any authority and establishment of all policies, rules or regulations shall be in writing and maintained in an operations manual that is viewable at the principal office by all members in good standing with 24 hours notice during regular business hours or published via paper or electronic means.

(B) Subject to the limitations of the Articles of Incorporation and the General Nonprofit Corporation Law of the State of California on action to be authorized or approved by the members, all corporate power shall be exercised by or under the authority of, and the business affairs of the Club shall be controlled by, the Board of Directors. These powers shall include but not be limited to the following:

1. To appoint and remove all officers, agents, and employees of the Club and to prescribe powers and duties for officers, agents, and employees. Such actions shall be consistent with all laws and the Articles of Incorporation of the Club.
2. To conduct, manage, and control the affairs of the Club, and to make such rules and regulations consistent with all laws and with the Articles of Incorporation and these Bylaws.
3. To adopt, make, and use a corporate seal and to alter the form of the seal from

time to time as in their judgment they may deem necessary, provided the seal shall at all times comply with the provisions of the law.

4. To borrow money and incur indebtedness for the purposes of the Club and, for that purpose, to cause to be executed and delivered in the Club's name promissory notes, bonds, debentures, deed of trust, mortgages, pledges and hypothecations, or other evidences of debt, and securities for them.

5. To manage in the manner they deem best all funds and property, real and personal, received, acquired, or earned by the Club, and to distribute or dispense them.

6. To make and publish club rules and regulations not inconsistent with these Bylaws, to govern the operation and use of Club owned or third party property –operated by the Club– and the conduct of members and guests while on or in Club property.

• **Article XV**

OFFICERS AND THEIR ELECTION

(A) The officers of the Club shall be a President, a Secretary, and a Treasurer. The Club may also have such other officers as may be appointed by the Board of Directors. A Director may hold two or more offices.

(B) The President, Secretary and Treasurer shall be members of the Board of Directors, and shall be elected annually at the first meeting after each election by a majority vote of the Board of Directors.

(C) Any officer may resign, or may be removed with cause, by a majority of the Board of Directors at any time. Vacancies caused by death, resignation, or removal of any officer may be filled by appointment by the Board of Directors.

• **Article XVI**

DUTIES OF OFFICERS AND THE GENERAL MANAGER

(A) The President or his or her designee shall preside at all meetings of the Board. His or her duties includes calling Board meetings to order at the appointed time, presiding at all Board meetings, announcing the business before the Board in its proper order, stating and putting all questions properly brought before the Board, preserving order and decorum, and deciding all questions of order.

(B) The General Manager subject to the control of the Board of Directors shall have general supervision, direction, and control of the day-to-day affairs of the Club. The General Manager shall preside at all meetings of members other than Board meetings. The General Manager shall nominate all standing committees in accordance with these Bylaws, subject to the approval of the Board of Directors, and shall be an ex officio member of all committees.

(C) The Secretary will ensure that minutes of all meetings of the Board of Directors are kept at the principal place of business. She or he shall also confirm that the Club maintains a membership roster showing the name and address and a unique membership number of each member. He shall review all official correspondence of the Club as required and shall perform such other duties as may be designated by the Board of Directors.

(D) The Treasurer shall have general charge of the financial records and accounts of the Club. He shall cause and confirm to be kept such correct books of account showing the receipts and disbursements of the Club and an account of its cash and other assets. It shall be the responsibility of the Treasurer to issue, or to cause to be issued to each member of the club a monthly statement of dues and other indebtedness owed by him in accordance with these Bylaws. The Treasurer shall cause and confirm the deposit all money of the club with such depositories as are designated by the Board of Directors, and shall cause and confirm the disbursement of funds of the club as may be ordered by the Board of Directors. He shall cause and confirm the rendering to the Board of Directors on request statements of the financial condition of the club, provided that statements shall be rendered at least quarterly. A copy of all financial statements and reports shall be made available to any member of the Club in good standing.

• **Article XVII**

COMMITTEES

The Board of Directors may, from time to time, appoint such committees that in their judgment shall be necessary for conducting the business of the Club.

• **Article XVIII**

DELEGATION OF AUTHORITY

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Club, and his or her authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

• **Article XIX**

AMENDMENT OF BYLAWS AND MISCELLANEOUS

(A) These Bylaws may be amended by the vote of written assent of a majority of members, or the vote of a majority of a quorum of the members at a meeting called for that purpose. In addition, the Bylaws may be amended at any time by the Board of Directors.

(B) Any amendment to the Bylaws adopted by the Board of Directors shall be binding on the members unless and until rejected by the members at any meeting called for that purpose.

(C) The Club shall keep in its principal office the original copy of these Bylaws and the Membership Regulations as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during office hours.

(D) A copy of the Bylaws and of the current Membership Regulations shall be available to all members.