



WINGS FLYING CLUB, INCORPORATED

ARTICLES OF INCORPORATION AND BYLAWS

SOUTH BEND, INDIANA

Adopted April, 2015

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Introduction

The purpose of Wings Flying Club, Incorporated is to make available low-cost flying to its members for their personal pleasure and to provide affordable student pilot instruction. Costs will be kept to a minimum by using modern aircraft that have reached a stable market value, setting rates to meet operating costs, and providing for business operations through volunteer labor and services. It is the obligation of each member to use the equipment in such a way as to show the utmost regard for the needs and commitments of other fellow club members.

Preamble

The following shall constitute the bylaws of the Corporation. All preceding bylaws are hereby repealed.

Article I—Membership Application

Section 1

Application for membership shall be in writing on forms approved by the corporation.

Section 2

Applications for membership will be filed with the Secretary. The Secretary will investigate the applicant's qualifications for membership. The Secretary will report his/her findings as to the applicant's qualifications for membership to the Board of Directors (Board).

Section 3

If a majority of a quorum of the Board Members approves the application the Secretary will present the application at the next regular or special meeting of the membership, at which time the findings of the Board in relation to the applicant are to be delivered and presented to the membership. The applicant must be present at said meeting to be interviewed by the membership unless the absence is approved by the board. At said meeting the application of said applicant will be voted upon by the active members who are present and who are in good standing. Such voting shall be by secret ballot upon which said members shall vote either in favor or against accepting the applicant to membership. Any applicant who receives one or more adverse votes shall be considered rejected.

Section 4

In the case of rejection by the corporation of the application, the applicant may not make re-application for membership to the corporation for at least sixty (60) days.

Section 5

Applicants who are duly elected to membership in this corporation shall not be permitted to claim membership until all membership fees, as provided in these articles, together with all charges for dues have been paid.

Section 6

The right of membership shall not be in any respect whatsoever a property right that can be sold, assigned, alienated, or transferred by any active or inactive member.

Section 7

If an application for membership is received and there will be no general membership meeting during the month of the application, the Board will assume the authority to accept or reject the application as authorized in Section 3 of this article.

Once an application for membership has been submitted the applicant may fly the Corporation's airplanes under the instruction of a CFI who is a member of the Corporation until the date of the next meeting of the Board of Directors or General Membership. However, no solo flight is permitted until the application for membership has been approved and the member has been admitted into membership. The applicant will be responsible for all flying charges. Payment of the membership fee will not be due and assessment of monthly dues and operations fees will not begin until the application for membership has been approved by the board.

Article II—Dues and Fees

Section 1

This corporation shall be supported by membership fees, dues, assessments, donations, and earnings of any special activities.

Section 2

Fees, dues, assessments, and flying expenses

- A. Each member is required to pay a non-returnable membership fee, set by the Board, which entitles the member to all the privileges of the corporation, including flying any corporation airplane(s) as provided for in the corporation rules and regulations and these bylaws.
- B. Each member is required to pay dues as set by the Board, which is a prorated portion of the fixed expenses of the corporation. Each member is required to pay any special assessments that may be levied by the Board. However, no member shall be required to pay assessments, dues, or fees that were levied previous to his or her entry into the corporation.
- C. Each member shall pay a fee for flying corporation aircraft at such rate as shall be decided and fixed by the board.

Section 3

No member shall be regarded as in good standing, nor shall he or she be eligible to participate in any activities or have the use of any corporation property whatsoever, if any dues, fees, or assessments are past due and unpaid.

Section 4

Schedule of payment of fees, dues, assessments, and flying fees.

- A. Membership fee shall be paid upon entry into the corporation as provided in Article II, Section 5.
- B. All dues are due in advance on the first day of the month. Assessments shall be due when levied and must be paid by the first of the month following the date of levy.
- C. Statements indicating flying fees will be sent out as soon as practical after the end of the month, with payment due 15 days after the date of mailing.

Section 5

Unless special arrangements are made with the Treasurer, any member who does not pay dues, fees, assessments and flying fees as set forth above in Section 4, may be denied the privileges of using the corporation aircraft.

If such dues, fees, and assessments are not paid by the end of the following month, the member shall be considered to be inactive and not in good standing. Such a member can restore his or her membership to active status and good standing by paying all the indebtedness owed the corporation. In the case of repeated or serious delinquency, the Board may require such a member to maintain a specific cash deposit in his/her account.

Article III—Termination of Membership

Section 1

To resign from the corporation a member must give notice in writing to the secretary and the resignation shall be effective from the date thereof. The member's liability for dues and assessments will continue until such written notice is received by the Secretary.

Section 2

If any member becomes delinquent for ninety (90) days for any and all indebtedness, his or her membership is automatically terminated and all rights to membership are forfeited and he or she shall and will be barred from participating in any activities of said corporation whatsoever and said member shall be barred from the use of any equipment, fixture, or paraphernalia of said corporation in any way whatsoever.

Section 3

Any member may be expelled for cause upon a two-thirds vote of the active members of the corporation in good standing and present at any regular or special meeting of the corporation. Notice of such proposed action shall be incorporated in a regular notice to all active members of said corporation at least five (5) days before said meeting. The member to be affected by such action shall be given five days notice of the meeting at which such action is to be taken. This notice shall be served by certified mail, return receipt requested, and shall incorporate the reasons that form the basis of the proposed action. Proof of receipt of the notice shall be the equivalent of the presence of the member at the meeting.

Section 4

Any active member in good standing may at any time within ninety (90) days from the date of paying his or her membership fee make written application and have the same returned to him or her, if any of the following conditions occur:

- A. If any member should leave the general area to cause his or her permanent residence to be changed thereby.

- B. Excessive sickness to himself or herself rendering the active member unfit for further activity in said corporation.
- C. In the event that any unforeseen financial burden is placed upon the member that is beyond his or her control.

If any of the above conditions are met, the following shall apply:

- A. No membership fees or money paid by the active member, nor part thereof, shall be returned thereto, unless first considered and approved by the full board.
- B. All flying time used by the claiming member shall be deducted from any refund made to said member, to be figured and computed at the current commercial rate per hour or fraction thereof as established by the board and then said sum deducted from said refund.
- C. No part of any dues or assessments paid by said active member or members shall be refunded under any circumstances whatsoever.

Article IV—Procedure

Section 1

“Robert’s Rules of Order” shall govern the procedure of the corporation unless otherwise provided in the bylaws.

Article V—Officers, Their Election and Removal

Section 1

The board shall consist of seven (7) members; the officers of the corporation and three (3) elected directors. The officers shall be the President, Vice President, Secretary and Treasurer.

Section 2

The officers shall be nominated and elected at the annual meeting of the corporation and when so nominated and elected, shall take office immediately and shall continue in said office until the expiration of their terms of office.

The terms of office for the officers of said corporation are two years. The President and Secretary shall be elected to office the year that the Vice President and Treasurer are not up for election.

The term of office for each director is three (3) years. One director is to be elected each year to fill the vacancy of the director whose term is expiring.

Section 3

Upon motion duly made, seconded, and carried at a meeting of the board, the president will appoint a nominating committee. This committee shall have the authority to nominate two (2) qualified members of the corporation for each office to be filled at the annual meeting. The committee shall file its report with the secretary a sufficient time preceding the annual meeting in order that the committee's recommendations may be included in the notice of the annual meeting.

At the annual meeting the president shall call for additional nominations for said office to be made from the floor before the ballot for each successive officer. Each office shall be voted for separately and by secret ballot in writing.

After said officers have been elected, the president shall call for nominations from the floor for one (1) director. After nominations have been made and closed, the votes shall be cast by the members of the corporation in good standing and the person receiving the highest number of votes shall be declared a director of the corporation.

Section 4

When a petition, signed by three of the directors of the corporation or by not less than 4 members in good standing, shall be presented to the secretary petitioning him or her to call a meeting for

the purpose of considering the removal of any officer or director of this corporation for cause, said secretary shall call a meeting after due notice of said petition. Said notice of said meeting shall set forth the purpose of said meeting. Any officer or director of this corporation may be removed from office for cause by a two-thirds (2/3) vote of the active members present at said meeting and in good standing.

Section 5

If the office of President becomes vacant other than through the normal expiration of the President's term, the Vice President will assume the office of President.

Any office or directorship that becomes vacant other than through the normal expiration of the term will be filled by a majority vote of the remaining members of the Board of Directors. The person so elected will fill the remaining term of the office or directorship.

Article VI—Duties of the Officers

Section 1

The board shall consist of all the officers of the corporation and three (3) directors, making a total of seven (7) members in compliance with the Articles of Incorporation.

Section 2

The affairs of the corporation shall be managed by the board, subject only to the direction of qualified members in good standing. The board shall have the authority to provide for the maintenance of the corporation's airplane(s) and to conduct corporation business.

Section 3

The board shall act as judges respecting complaint concerning the operation of the corporation's aircraft or the violation of its rules and regulations. A member found in violation may have all flying privileges suspended until the membership can proceed pursuant to Article III, Section 3.

Section 4

The President shall be the chief executive officer of the corporation and it shall be his or her duty to preside at all meetings of the members and directors; to have general and active management of the activities of the corporation; to see that all orders and resolutions of the corporation and the board are carried into effect; to keep the seal of the corporation and to affix said seal to any instruments requiring the same, which seal shall be attested by the signature of the secretary or the auditor. The president shall have the general supervision and direction of the other officers of the corporation and shall see that their duties are properly performed. He or she shall submit a report of the operations of the corporation for the year to the directors at the meeting next preceding the annual meeting of the general membership. He or she shall ex-officiate as a member of all standing committees and shall have the general duties and powers of supervision and management usually vested in the office of president of a non-profit corporation.

Section 5

The Vice President shall perform such duties as the President and the board may assign to him or her and shall conduct the meetings of the corporation in the absence of the President.

Section 6

It shall be the duties of the secretary to:

- A. Attend the meetings of the corporation and of the board and act as clerk thereof and record the proceedings of such meetings in a permanent record.
- B. To serve proper notices of meetings of the members and the board.
- C. To receive and process applications for membership and to file accepted applications for membership in their proper files.
- D. To provide each new member with a complete set of the bylaws and rules and regulations of the corporation at the time of his or her acceptance into the corporation.

Section 7

It shall be the duties of the treasurer to:

- A. Collect money due the corporation and to disburse all funds of the corporation, issue checks in the corporation's name upon direction of the board.
- B. Keep a record of all collections in a ledger provided for this purpose.

- C. Present an accurate record of collections and disbursements at an annual meeting and at such other meetings as may be required.
- D. Keep a record of flying time of corporation members in corporation airplane(s).
- E. Keep an expense and income account of corporation airplane(s).
- F. Keep on file all invoices of airplane(s) expenses.
- G. Keep an expense account of any purchases made by the corporation of any item.
- H. Prepare and present any report demanded of the corporation by any government agency concerning income, expense, and property owned by the corporation.
- I. Issue statements for and record payments of flying time.
- J. Keep a record of all members of the corporation in a book provided for this purpose. This record to consist of: dues payments, assessment payments, loans made by members to the corporation and the repayment thereof.
- K. Keep check stubs and canceled checks and to have the corporation's bank account balanced.

Section 8

At the request of at least 10% of the membership the board shall appoint a duly qualified person to act as Auditor and it shall be his or her duty to:

- A. Check the records of the Secretary and Treasurer.
- B. Cooperate with the secretary in compiling detailed reports required of the corporation.
- C. File with the board a written report of his or her audit of the books at the next regular meeting following the date of audit.

Section 9

It shall be the duties of the officers and the board to prepare and file all necessary financial and corporation reports for the year of their incumbency before they are replaced by their successors. Failure to file such reports, however, shall not preclude said successors from assuming office as officers or directors of the corporation. All recorded matter shall be considered the property of the corporation and must be retained in the corporation files until their disposal as decided upon by the corporation or in no case longer than seven (7) years.

Article VII—Appointees and Their Duties

Section 1

If deemed advisable by the board, not more than three (3) qualified members of the corporation may be named Trustees. If and when Trustees are created for the benefit of the Corporation, said Trustee or Trustees shall have and hold title to all real and personal property of the Corporation and shall convey title upon proper resolution of the Board. Trustees shall take inventory of all Corporation property and give a report of its location, condition and value not less than twice a year, also on providing the Secretary with a detailed report of inventory for filing purposes. Reports are to be made January 1 and July 1 of each year.

Section 2

If deemed advisable by the board, a member with proper qualifications may be appointed Chief Maintenance Officer. His or her duties shall be to:

- A. Keep the Corporation airplane(s) in proper condition as specified by Government authorities.
- B. Keep engine and airframe logbooks up to date.
- C. Report conditions and needs of Corporation airplane(s) to the board. Said report to be given at each regular meeting.
- D. Make any changes as directed by the Board on the airplane(s).
- E. Furnish the secretary with a complete report as may be required of the Corporation by any Government agency as to the hours flown on Corporation airplane(s).

Section 3

If deemed advisable by the board, a member may be appointed as Operations Manager. His or her duties shall be to:

- A. Oversee pilot qualifications and currency.
- B. Oversee pilot training.
- C. Oversee aircraft scheduling.

D. Report any infractions of FAA, field or Corporation rules to the Board of Directors.

Section 4

If deemed advisable by the board, a member may be appointed as Sergeant-at-Arms. His or her duties shall be to:

- A. Admit members or others as directed by the Board to Corporation meetings.
- B. Provide seats for the meetings.
- C. Preserve order at the meetings.

Article VIII—Meetings

Section 1

The annual meeting of the Corporation shall be held on the last Tuesday of April each calendar year if not a holiday and if a legal holiday, then on the next week day. At such meetings, the qualified members of the Corporation shall elect by plurality vote, by ballot, officers and directors as hereinbefore named and transact such other business as may be properly brought before the meeting.

Section 2

The regular business meetings of the Corporation shall be held on the last Tuesday in each month at the time and place designated by the Board.

Section 3

The Board shall meet monthly or at the call of the President or any three (3) members of the Board.

Section 4

The President shall call a special meeting within ten (10) days after receiving a request in writing signed by three (3) members in good standing and he or she may call a special meeting of the Corporation at any time when deemed advisable.

Section 5

The order of business at any regular meeting of the Corporation shall be as follows:

- A. Call to order
- B. Reading of the secretary's and treasurer's reports from the last meeting
- C. Reading of correspondence
- D. Reports of officers
- E. Reports on the status of each of the Corporation's aircraft
- F. Reports of special or standing committees
- G. Unfinished business
- H. New and miscellaneous business
- I. Good and welfare of the corporation

Section 6

Quorum for Corporation meeting:

For the purposes of transacting the business of the Corporation, a quorum shall consist of not less than 10% of the active members of the Corporation where four (4) days notice of the holding of said meeting shall be given as herein provided.

Section 7

Quorum for Board Meetings:

For the purpose of transacting the business of the Board, a quorum shall consist of not less than four (4) members of said Board. A vote equal to a majority of the entire number of the Board shall be necessary to bind the Corporation.

Section 8

Means of Communication

The Board of Directors may (a) permit a Director to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by

which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be considered present in person at the meeting.

Section 9

Action by Written Consent

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if consent describing such action is signed by each Director or all committee members, as the case may be, and such consent is included in the minutes or filed with the corporate records reflecting the action taken.

Section 10

Action by Electronic Communication (E-Mail)

From time to time, it may be necessary that the board act on pressing business before a physical meeting can be arranged. In special circumstances, the board may conduct votes by e-mail.

1. The board president may initiate an e-mail ballot when he or she declares such action is necessary; or
2. In anticipation of need, the board may agree by majority vote at a regular or specially scheduled meeting, that e-mail voting will be conducted on an approved topic.

Board member and secretary duties concerning e-mail votes.

1. Each board member shall maintain with both the board secretary and the board president a valid e-mail address by which official communications and e-mail voting shall be conducted.
2. Each board member shall be responsible for monitoring his or her e-mail on a timely basis in order to meet e-mail voting discussion and ballot deadlines.
3. Each board member shall inform the board president and secretary when he or she will be unreachable by e-mail.
4. The secretary shall maintain an official written record of motions, amendments and individual votes and shall count and report vote results.

Counting votes.

1. All members who have not previously registered with the board president and secretary that they cannot be reached by e-mail shall be counted as "present" for purposes of determining a quorum.
2. A quorum, as defined in the club bylaws, (currently four of seven members) shall be required to conduct board business by e-mail.
3. A favorable vote by a majority of the full membership of *the board (currently four of seven) is required for a motion to pass*. Members who do not respond to e-mail ballot

requests but who are counted as present (that is, those who haven't previously registered as unavailable) shall be counted as "abstaining."

Finality of decision.

1. Votes conducted properly during the agreed upon timetable and under the rules and restrictions above shall be as valid and as final as those conducted during a physical meeting of the board.

E-mail voting procedure:

1. Once an e-mail ballot issue is initiated by the president or the board as outlined above, any present board member may offer a motion for board consideration.
2. When a motion is offered, a window of up to 72 hours opens for discussion of the proposal. The Secretary records the motion and tolls the clock.
3. Discussions, forwarding of motions and calls for votes are to be done through the "reply all" e-mail function. All board members considered present shall be copied and included in all e-mail replies and correspondence regarding the issue.
4. Any present board member may offer to second the motion no later than the end of the 72-hour discussion period. If no second is offered by the end of the 72 hour period, the motion is considered dead.
5. Proposing of a second shall open another window for discussion of at least 60 and no more than 72 hours. The Secretary shall keep a record of the discussion and toll the clock.
6. The President shall call for a vote on the motion no later than 72 hours after the second is proposed. When the motion is called, the Secretary opens a 48-hour window during which board members considered present shall vote. A number of favorable votes equal to a majority of the full membership of *the board* (*currently four of seven*) is required for a motion to pass
7. If a motion fails to pass, a new 48-hour discussion window opens during which amendments and new motions may be submitted by any present board member. The president shall again call the question at the end of the 48-hour period.
8. If the new motion fails to pass, any board member present may again submit amendments or new motions and a new 48-hour window is opened.

Article IX—Notice Of Meetings

Section 1

Written notice of all business meetings of the Corporation shall be mailed by the Secretary to each qualified member in good standing and entitled to vote at such address as appears on the membership roster of the Corporation at least 24 hours before such meetings. Such written notice may be waved.

Article X—Roster

Section 1

The Secretary shall prepare and maintain a roster that shall contain the name and address of each member of the Corporation in good standing. The roster shall be compiled alphabetically as to name and notices of all meetings shall be addressed to members according to the addresses contained in said roster. It shall be the duty of each member of the Corporation to inform the secretary of any change in his or her address.

Article XI—Amendments

Section 1

These bylaws may be amended by a majority vote of the qualified members present at any regular or special meeting of the Corporation providing the substance of such proposed amendment or amendments shall have been given by the Secretary after proper motion and second at the regular or special meeting next preceding that at which the voting is to take place and further provided that the substance of such proposed amendment or amendments shall have been stated in the notice for each meeting or meetings.

Section 2

All provisions and stipulations in these bylaws shall be effective immediately.

Article XII—Corporation Rules and Regulations

Section 1

The operation of the Corporation shall be in accordance with these bylaws and as implemented by the Rules and Regulations established by the Board. The Rules and Regulations are not considered as any part of the Corporation's bylaws and may be changed as the Corporation sees fit at any regular or special meeting.

Article XIII—Financial Responsibility

Section 1

In the event of damage to the Corporation's aircraft, the member who has arranged for the use of the aircraft, pursuant to membership privileges, shall be responsible for the deductible portion of the insurance coverage, unless the damage was caused directly by mechanical failure and/or acts of a third party.

In the event that the member is found guilty of a violation of FAA regulations, reckless operation, or willful violation of safe flying practices, any or all of which result in denial of coverage for the damage by the insurance carrier, such member shall be personally liable for all resulting damages.

END OF ARTICLES OF INCORPORATION