

BYLAWS OF  
PRESCOTT AREA SOARING, INC.  
A 501(c)(3) Organization

ARTICLE I – NAME AND PRINCIPAL OFFICE

Section 1. The name of this Corporation shall be PRESCOTT AREA SOARING, INC..

Section 2. The principal office of this Corporation shall be in Yavapai County, in the state of Arizona, at a location designated by the Board of Directors.

ARTICLE II – PURPOSE

Section 1. The purpose of this Corporation shall be to foster amateur soaring competition and provide education to its members and the community on glider piloting and flight safety. In doing so it shall provide flying facilities for its members on a non-profit basis and shall encourage their safe use by making available ground instruction and flight instruction in sailplanes and gliders.

ARTICLE III – MEMBERSHIP

Section 1. Membership in the Corporation shall consist of three classes: Regular, Youth, and Guest Membership.

Section 1a. Regular Member: a full member elected as in Article III Section 2.

Section 1b. Youth Member: a member under the age of eighteen years of age.

Section 1c. Guest Member: a member who is currently a member of another SSA club or chapter in good standing, has signed any release of claims for the Corporation and its members as is deemed necessary by the Board of Directors, and has provided proof of the required liability insurance, ratings and licenses and after paying an initial fee and separate tow fees as determined by the Board of Directors. A Guest Member may use Corporation equipment limited to the winch, associated cabling and landing area for the sole purpose of launching from the Corporation's site. A Guest Member will have no other rights or privileges as afforded to a Regular Member or a Youth Member as outlined in these Bylaws.

Section 2. New members may be admitted to the Corporation upon the affirmative vote of a majority of the active members, or by a majority vote of the Board of Directors.

Section 3. All members shall be entitled to participate in all Corporation activities and to utilize all Corporation equipment, subject to these Bylaws or other rules of the Corporation. A person duly elected to the Corporation shall be deemed a member upon submission of an application, payment of the initial fee as determined by the board of directors, maintaining or initiating membership in the SSA, and signing a release of claims for the Corporation.

Section 4. A minor Youth Member must have written consent of his/her parents or guardian to be elected to membership in the Corporation, and the parents or guardian and the Youth Member must sign the Corporation's release of claims before flying in the Corporation equipment.

Section 5. A member may withdraw from the Corporation thirty (30) days after giving written notification to the Secretary, or sooner upon approval of the Board of Directors, and after fulfilling all obligations to the Corporation. In the case of a Guest Member, the membership will expire automatically at the end of the current fiscal year (February last) if not renewed.

ARTICLE IV – MEETINGS

Approved at general membership meeting July 13, 2017

Section 1. Meetings will be conducted following the current version of Robert's Rules of Order.

Section 2. Annual Meeting

1. One Annual Meeting of the members shall be held once each calendar year at a time and place determined by the Board of Directors.
2. The Annual Meeting is for the purpose of receiving the annual reports of the Corporation Officers and Committee Chairs; for the election of Officers; for establishing dues, fees and other compulsory charges; and for conducting such other business as may properly come before such a meeting.
3. Notice of the Annual Meeting shall be sent by the Secretary to each member by mail or electronic mail not less than fourteen (14) days before the meeting. The notice shall set forth the time, place, and agenda of the meeting.

Section 3. General Membership Meetings

1. General Membership Meetings in addition to the Annual Meeting may be held as determined by the Board of Directors.

Section 4. Special Meetings

1. Special Meetings of the members may be called at the discretion of the President, or of a majority of the Directors, or by written petition of at least one-fourth (1/4) of the members. It shall be the duty of the Secretary to schedule such a meeting within fourteen (14) days after such a demand. The Secretary may notify members by telephone, mail, or electronic mail.
2. Notice of Special Meetings of members, stating the time and in general terms the purpose thereof, shall be given to each member at least seven (7) days before such meeting.
3. No business other than that specified in the notice of the meeting will be transacted at any Special Meeting of the Corporation.
4. If all members shall be present at any meeting, any business may be transacted without previous notice.

Section 5. Quorum: The presence in person or by written proxy of a majority of the active members of the Corporation is necessary to constitute a quorum at each meeting. A lesser number shall adjourn to some future time not less than fourteen (14) days later. The Secretary shall give notice of the rescheduled meeting at least seven (7) days before to each member absent from the adjourned meeting.

Section 6. Voting

1. Each Regular Member and Youth Member in good standing is entitled to one vote.
2. Each Regular Member and Youth Member in good standing may designate any other member as proxy provided written authorization is filed with the Secretary. Such authorization shall be dated and shall be valid for only one meeting.
3. A majority vote of the members present or by proxy is controlling unless otherwise specified in these Bylaws.
4. Voting for the Board of Directors and Officers or removal of Officers and members shall be by written ballot or roll call vote.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be composed of six (6) members: the four (4) Executive Officers of the Corporation, the Maintenance Committee Chairman, and the Flight Committee Chairman. All are voting members of the Board of Directors and Officers of the Corporation. They will be elected by the general membership for a twelve (12) month term. In the event of a tie vote, the President's vote shall prevail

Section 2. Duties and Powers

1. The governance of the Corporation shall be vested in the Board of Directors, who shall have the power to make all necessary contracts, to borrow money, to secure the same by mortgage or deed of trust to the property of the Corporation, and as evidence of the indebtedness secured by such mortgage or deed of trust, to issue bonds

Approved at general membership meeting July 13, 2017

therefore, to pay and discharge all debts, and to do all matters and things necessary or incident to, or in the aid of, the carrying out of the purpose of the Corporation. They shall have the charge and control of all its property, and may levy assessments upon the members in the manner and subject to such rules, regulations and restrictions as provided in these Bylaws.

2. Any assessment recommended by the Board of Directors must be approved by a two-thirds (2/3) vote of the entire membership before becoming effective.

3. Any decision of the Board of Directors may be repealed by an affirmative vote of two-thirds (2/3) of the voting membership.

### Section 3. Board Meetings

1. Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President.

2. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of two (2) Directors.

3. Notice of Special Meetings of the Board of Directors, stating the time and purpose, shall be mailed, electronically mailed, telephoned, or personally given to each Director no later than seven (7) days preceding the day appointed for the meeting.

4. If all Directors shall be present at any meeting, any business may be transacted without previous notice.

5. A majority of the Directors shall constitute a quorum of the Board of Directors at all meetings, and the affirmative vote of a majority of all the Directors shall be necessary to pass any resolution or authorize any act of the corporation.

Section 4. Vacancies: Any vacancy in the Board of Directors occurring during the year through death, resignation, removal or other cause, shall be filled for the unexpired portion of the term by a member appointed by a majority vote of the remaining Directors. An exception to this rule shall be that in the event of three (3) or more vacancies in the Board of Directors occurring at any one time, they shall be filled by a vote of the members at a meeting duly called.

### Section 5. Standing Rules.

1. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided for in these Bylaws.

2. No Board Member shall be interested either directly or indirectly in any contract relating to the operations conducted by the Corporation nor in any contract for furnishing supplies or equipment thereto, unless a specified exemption is made by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

3. The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings, and to present a full statement of these activities at the Annual Meeting of the members, showing the condition of the affairs of the Corporation.

## ARTICLE VI – OFFICERS

Section 1. The Executive Officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. The Executive Officers shall be elected by the Members at the Annual Meeting of the Corporation.

Section 3. The Executive Officers shall hold offices for twelve (12) months or until their successors are elected and qualified.

## ARTICLE VII – PRESIDENT

Section 1. The President is the chief executive officer of the Corporation.

Section 2. He shall preside at all membership meetings, and at all meetings of the Board of Directors.

Section 3. He shall appoint committees with the approval of the Board of Directors. He shall be an ex-officio member of all committees.

Section 4. He shall sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors; appoint and discharge agents and employees, or delegate this duty as he may elect, subject to the approval of the Board of Directors; and he shall have general supervision over the management of all affairs of the Corporation.

#### ARTICLE VIII – VICE PRESIDENT

Section 1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in the absence of or incapacitation of the President.

Section 2. The Vice President shall also perform such duties in connection with the operation of the Corporation as he may undertake at the suggestion of the President.

#### ARTICLE IX – SECRETARY

Section 1. The Secretary shall perform all the duties incident to the office of the Secretary, subject to the control of the Board of Directors, including: he shall keep the minutes of all proceedings of the members and the Board of Directors. He shall attend to giving and serving of notices of all meetings of the members and of the Board of Directors. He shall keep a current membership record, Bylaws, Corporation Seal (if any), and such records and papers as the Board of directors may direct. He shall execute with the President, in the name of the Corporation all certificates of membership, contracts and instruments which have been first approved by the Board of Directors. In the absence or incapacitation of the Treasurer, and under the direction of the President he shall execute in the name of the Corporation checks for expenditures authorized by the Board of Directors. The Secretary shall make available to members all membership records and minutes of the Board meetings other Corporation meetings upon their request.

Section 2. The Secretary shall also perform such duties connected with the operation of the Corporation as he may undertake at the suggestion of the President.

#### ARTICLE X – TREASURER

Section 1. The Treasurer shall perform all the duties incident to the Office of the Treasurer subject to the control of the Board of Directors including: he shall execute in the name of the Corporation all checks for expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Corporation in the bank(s) selected by the Board of Directors, which funds shall be paid out as hereinbefore provided. He shall account for all receipts, disbursements and balances on hand. The Treasurer shall make available the Corporate revenues and expenditures to members upon their request.

Section 2. Notwithstanding the general duties enumerated for the Office of the Treasurer in Article X Section 1 above, the authority to both receive and disburse funds shall not be vested in the same individual. The Board of Directors shall designate a different person than the Treasurer to either disburse or receive funds so that the Treasurer is not executing both functions. This second person may be another Board member or another member of the Corporation. The Treasurer shall also perform such duties connected with the operation of the Corporation as he may undertake at the suggestion of the President.

Section 3. The Treasurer shall present an annual budget for approval by majority vote of all members at each Annual Meeting.

#### ARTICLE XI – FLIGHT COMMITTEE AND MAINTENANCE COMMITTEE CHAIRMEN

Section 1. The members shall elect a Maintenance Committee Chairman and a Flight Committee Chairman at the Annual Meeting who shall then be members of the Board of Directors.

Section 2. Both Chairmen shall hold office for twelve (12) months or until their successors are elected. They shall make monthly reports to the Board of Directors.

Section 3. Both Chairmen may appoint members to serve on their committees.

Approved at general membership meeting July 13, 2017

Section 4. The Flight Committee Chairman shall insure that all flying and ground support activities are conducted in a safe manner in compliance with applicable Federal Aviation Administration regulations and the provisions of these Bylaws or other rules of the Corporation. The Flight Committee Chairman may appoint a committee to aid in these duties.

Section 5. The Flight Committee Chairman shall encourage and facilitate the provision of ground and flight instruction for members.

Section 6. The Flight Committee Chairman shall supervise all flying activities and has the authority to ground the Corporation equipment or personnel when he feels that the operation of the equipment or the operation of the equipment by any individual would act to the detriment of the Corporation's interests. He may restrict the operation of the equipment to particular fields and disallow the operation of the equipment for particular flight plans. The grounding of any member of the Corporation for more than a week shall be continued or reversed by a vote of the Board of Directors at their next regular meeting or at a Special Meeting called for that purpose.

Section 7. The Flight Committee Chairman shall make a detailed report to the Board of Directors of any accident involving Corporation property. This report shall recommend any action required.

Section 8. The Maintenance Committee Chairman shall have the duty to see that the Corporation's equipment is properly maintained at all times and that the maintenance is in compliance with applicable Federal Aviation Administration regulations.

Section 9. The Maintenance Committee Chairman shall be responsible for coordinating all maintenance work, for supervising general preventive maintenance, and shall notify the Board of Directors as to the operational status of the equipment. The Maintenance Committee Chairman may authorize any repairs not exceeding the budgeted amount; all repairs in excess of this amount must first have the approval of the Board of directors.

#### ARTICLE XII – MODIFICATION OF OFFICER DUTIES

Section 1. Notwithstanding the specific Officer duties enumerated in ARTICLES VII-XI, the Board of Directors may modify or reallocate duties among Directors in order to better meet the needs of the Corporation. However, this reallocation or modification of duties does not apply to the voting and parliamentary duties of the Officers.

#### ARTICLE XIII – SPECIAL COMMITTEES

Section 1. Special Committees may be formed by the President at any time as deemed necessary or advantageous to the Corporation.

Section 2. Chairmen of special committees shall attend Board of Directors meetings when they have business to transact.

#### ARTICLE XIV – SUSPENSION, EXPULSION OR REMOVAL FROM OFFICE

Section 1. A member may be suspended for a period, or expelled for cause, such as a violation of any of these Bylaws or other rules of the Corporation, violation of Federal Aviation Administration regulations, or for conduct prejudicial to the best interests of the Corporation. Such removal, suspension or expulsion shall require a two-thirds (2/3) vote of all the voting members in good standing of the Corporation. This shall occur at a Special Meeting, provided that a statement of charges and a notice of the time and place of the Special Meeting have been mailed to the member at least fourteen (14) days before the Special Meeting, and that the member will have an opportunity to present a defense at the meeting.

Section 2. A Board Member or Officer may be removed from office for cause, violation of these By-Laws or other rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Such removal shall require a two-thirds (2/3) vote of all the voting members in good standing of the Corporation at a special meeting, provided that a statement of the charges and a notice of the time and place of the Special Meeting have been mailed

to the Director or Officer at least fourteen (14) days before the Special Meeting, and the Director or Officer will have an opportunity to present a defense at the meeting.

Approved at general membership meeting July 13, 2017

## ARTICLE XV – FINANCES

Section 1. The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Corporation's expenses and to maintain the value of the Corporation's assets.

Section 2. Any member who has failed to pay his dues or other financial obligations owed to the Corporation within thirty (30) days after such obligations are due may be placed on inactive status, shall be considered a delinquent member, and shall be suspended automatically from the operation of all Corporation equipment. When a delinquent member fails to pay his dues, to pay any sum owed to the Corporation, or to make appropriate arrangements with the Board of Directors for the payments thereof, within sixty (60) days after the due date, the member shall automatically be considered as indicating his intention to withdraw.

Section 3. Suspension of Membership: A member may request in writing an "inactive" status thereby suspending monthly dues payment. Before the member may fly corporate equipment or participate in corporate activities, the current month's dues and SSA membership must be paid. The member may not request inactive status more than two (2) times annually and the member shall be considered to withdraw completely from the Corporation after five (5) years of continuous inactivity which then will require a new membership in accordance with Article III of these By-Laws. The member shall provide the reason for the change in status for approval of the Board of Directors.

Section 4. The fiscal year shall be from July first to June last.

Section 5. Annually between the end of the fiscal year and the Annual Meeting, the financial records and accounts shall be examined by a Special Committee of two (2), appointed by the President with the advice and consent of the Directors. The Board of Directors, by a majority vote, may cause an independent audit to be made by an outside auditing firm at any time when in their judgment it is deemed advisable.

Section 6. The net savings or surplus remaining after all operation costs and other expenses have been paid shall remain in the Corporation's treasury for the purchase of new equipment, for contingencies, or for the purpose of reducing the hourly rates for flying, as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to the Members for their individual use.

Section 7. The Corporation shall carry adequate liability insurance to protect the Corporation, its members and the Board of Directors against suit by a third parties or another member of the Corporation. Members flying their own gliders shall provide proof of adequate liability insurance before using the Corporation's facilities.

Section 8. Each and every operation of any aircraft owned or operated by the Corporation shall be conducted at the risk of the member under whose jurisdiction the aircraft is assigned, insofar as responsibility for damage resulting from operation of said aircraft is concerned; provided that in any one accident, loss or destruction to such aircraft, the member operating the aircraft will be assessed by the Board of Directors for the cost of the accident up to a maximum of fifteen-hundred dollars (\$1500.00). That member shall be responsible for arranging and supplying any transportation to and from any repair facilities. That member will coordinate with the Maintenance Committee Chairman and the Flight Committee Chairman to accomplish this. Any remaining costs to equipment shall be shared equally by the other members, after the Corporation's reserves are exhausted. Any remaining assessment will only be by the accepted procedure.

## ARTICLE XVI – AMENDMENTS OR REVISIONS

Section 1. Amendments or revisions to these Bylaws may be made by a two-thirds (2/3) vote of the voting members in good standing of this Corporation. Amendments or revisions may be acted upon at any regular meeting of the members or by mail ballot, provided the substance of the proposed amendment or revision shall have been stated in the notice of the meeting and that each member shall have had at least fourteen (14) days notice in advance of such proposed amendment or revision.

## ARTICLE XVII – DISSOLUTION

Section 1. The Corporation may be dissolved by affirmative vote or two-thirds (2/3) of the voting members in good standing of this Corporation.

Section 2. Funds received from the sale of all Corporation assets at the time of dissolution shall, after all obligations of the Corporation have been paid, be given to a worthy organization with similar purpose, consistent with Internal Revenue Service (IRS) guidance for 501(c)(3) organizations.

## ARTICLE XVIII – LANGUAGE USED IN THESE BYLAWS

Section 1. "Article," "Section" and other headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of the Bylaws. All personal pronouns used in these Bylaws shall include the other genders, whether used in the masculine, feminine or neuter gender; and the singular shall include the plural and vice versa, whenever and as often as may be appropriate.