

BYLAWS for the Northern Virginia Flying Club, Inc.

ARTICLE I - NAME

Sec. 1 - The name of this organization shall be NORTHERN VIRGINIA FLYING CLUB, INC. hereafter referred to as the "Club."

ARTICLE II - AUTHORITY AND PURPOSE

Sec. 1 - The Club shall be incorporated under the Virginia State Corporation Laws and shall be a not-for-profit corporation.

Sec. 2 - The purpose of the Club is to stimulate interest in general aviation and to provide members with an affordable opportunity to engage in flying, to obtain instruction for checkouts and bi-annual reviews, to maintain proficiency and to promote aviation safety.

ARTICLE III - FLYING AND OTHER REGULATIONS

Sec. 1 - Flying regulations and any other regulations deemed necessary by the Members of the Club shall be adopted and have the same force and effect as if published as a part of these Bylaws, provided that all such proposals adopted by the Club Membership are consistent with these Bylaws. Any Club Members found in violation of these regulations may face suspension or expulsion from the Club.

ARTICLE IV - MEMBERSHIP

Sec. 1 - Prospective members shall be persons recommended by a Club member. The applicant may be asked to supply approved credit information. Applicants become Members after their application is approved by a simple majority of the Active Flying Members and they pay the appropriate fees.

Sec. 2 - The minimum membership period shall be 12 months unless the Board of Directors approve a period of shorter duration. After the initial 12 month period, a member may withdraw their membership by notifying the Board and once a suitable replacement has been found and approved. The Club also reserves the right to purchase the membership.

Sec. 3 – Membership in the Club is open to individuals approved by the Board of Directors. The Club does not and will not practice discrimination based on race, color, religion, sex, age or national origin when determining eligibility of applicants.

Sec. 4 – Club By-Laws shall prescribe the conditions and classes of membership.

ARTICLE V - MEMBERSHIP CLASSIFICATION AND PRIVILEGES

Sec. 1 - The membership shall be classified as (1) Active Full Members, (2) Suspended, (3) Honorary Members and (4) Associate Members (5) Inactive Flying Members.

Sec. 2 - An Active Full Member is one who has qualified for membership, has been accepted as defined in Article VI, has paid an initiation fee, paid their full membership fee, paid their monthly dues and has been given a check flight by a recognized club instructor. This entitles the member to fly the Club's aircraft, after completing proper checkout procedures, and a checkout flight with a recognized Club Instructor.

Sec. 3 - A Suspended Member is one who has been temporarily denied all the rights and privileges of membership in the Club by action of the Board of Directors in accordance with the Bylaws and Flight Operations. A Suspended Member shall continue to pay dues and assessments. All responsibilities of the Suspended Member shall be assumed by the other members of the Club for the duration of the suspension. A period of suspension shall be limited to 90 days. At the end of this time, the Board of Directors shall be required to take further action or the member shall automatically become active again unless otherwise stated in these Bylaws. The Board of Directors may elect to prosecute for trespassing and/or cause immediate expulsion of any member who operates Club aircraft while on suspended status.

Sec. 4 - The Club may grant Honorary Membership to pilots by a vote of the Board of Directors. Honorary Members shall have the privilege of participating in all Club member functions. They shall abide by all the rules and regulations and the provisions of the Bylaws and the Flight Operations, but shall not be required to pay monthly dues. Honorary Members who wish to become Active Flying Members shall be placed at the top of the waiting list should the Club Membership be capped. Aircraft owner(s) and their designees are classified as Honorary members to simplify the requirements of aircraft maintenance.

Sec. 5 - An Associate Member can be open to any person who has a general interest in sharing the love of aviation. These members shall be included in gatherings and social events the Club participates in but have no voting rights or access the airplane. The cost shall be initially set at \$100 annually or \$10 a month and then annually set forth by the Board in the fee schedule that will be published each year.

Sec. 6 - An Inactive Flying Member is one who has been placed on inactive status by the Board of Directors. Inactive flying status shall be triggered when a member is delinquent on dues and other financial obligations to the club. The inactive status may only span 90 days from the Board of Director's decision of status. During the period of inactive status, the member shall be required to pay dues and other requirements that may accrue. Persons classified as inactive by the Board of directors shall be entitled to all privileges and benefits of membership accorded by the Club except those of scheduling or using the Club equipment and the right to vote. After the 90 days has passed, if the member has not brought their membership up to good standing then

the board shall initiate a Suspension and forced transfer of the membership.

ARTICLE VI – MEMBERSHIP LIMITATIONS, APPLICATIONS, REINSTATEMENTS, TRANSFERS, AND EXPULSIONS

Sec. 1. – Membership limitations— The number of Pilots may be limited at the discretion of the Board of Directors based on the amount of equipment in service and the average time the equipment is in use. The initial limit is set at 15 Active Full Members.

Sec. 2. – Applications— Applications for membership shall be in writing and accompanied with appropriate fees as outlined in the fee schedule and must be approved by the Board of Directors or the Membership present at a Regular Meeting.

Sec. 3. – Reinstatements— Reinstatement from Inactive Flying Members shall be approved by the Board of Directors or the membership present at a Regular Meeting. An Inactive Flying Member shall not be reinstated to Active Flying Membership unless all dues, special assessments, etc., required of other Active Flying Members during the inactive status have been paid.

Sec. 4. - Transfers - A member wanting to leave the club shall have the opportunity to sell their membership to a potential member that meets the requirements for membership. The Club shall act as an escrow agent for the sale and the new member must be approved by the membership prior to the transfer occurring. The transfer of membership shall at least cover any outstanding debts or financial obligations the outgoing member has to the club. The new member must pay for the membership in one lump sum and the transfer executed before being granted Active Flying member status.

Sec. 5. - Suspension— The Board of Directors may, after notice and hearing, suspend a member for due cause. The following may but not be limited to be deemed due cause for suspension:

1. Any delinquency in payment of Club charges
2. Violation of home field rules and regulations specified in the supplement to the Operating Rules.
3. Violations of the Club Bylaws
4. Abuse of Club equipment
5. Flagrant neglect of club equipment while equipment is in the member's care
6. Or such other reasons as the Board of Directors shall unanimously agree.
7. Actions which are deemed to be potentially detrimental to the Club.
8. The Board of Directors at its discretion may require a Suspended Member to undergo

remedial training and/or additional check out by a Club instructor for reinstatement.

Sec. 6. - Expulsions— The Board of Directors, may after notice and a hearing, expel a member for due cause. The following may, but not be limited to be deemed due cause for expulsion and trigger a forced transfer of membership:

- a. Over 90 days delinquency in payment of Club charges
- b. Violations of the Club Constitution Bylaws or Operating Rules
- c. Conduct deemed unsafe or detrimental to the Club
- d. Or such other reasons as the Board of Directors shall unanimously agree

The trigger of a forced transfer of membership will be controlled by the Board and should look to cover the costs of any outstanding debts and or financial obligations the Suspended member may have. If the outstanding debt is less than the total cost of the membership the outgoing member shall be entitled to any overage less any costs incurred by the board during the transfer of membership. If the cost of the transfer of the membership is less than the outstanding debts, the transfer continues with approval of the Board.

ARTICLE VII - OFFICERS AND THE BOARD OF DIRECTORS

Sec. 1 – The President, Vice President, Secretary, Treasurer and two members At Large shall be elected to the Board of Director by the membership.

Sec. 2. - The Officers of the Club shall be a President, a Vice-president, a Treasurer, a Secretary, an Maintenance/Operations Director.

Sec. 3 – The Board of Directors shall be elected each January for a term of one (1) year by the Club membership as provided in the Bylaws and shall serve until the following January unless death, resignation or impeachment by the general membership intervenes. Nothing in this section shall prohibit an officer from being re-elected to consecutive terms, provided the member is re-elected annually each January. In the event of a vacancy before the term expires, the remaining Board of Directors will appoint someone to fill the unexpired term.

Sec. 4. - The Board of Directors will be composed of five (5) Directors with full authority to act in any and all matters concerning the Club except those requiring a vote of Members. The Board of Directors shall determine policy, arbitrate Club disputes and regulation violations when deemed necessary, protect the Club's interests and safeguard its welfare and arrange for the financial audit at the end of each fiscal year.

Sec. 5. - All Club checks and withdrawal slips must bear two of the three signatures of the President, Vice-President, or Treasurer with exception to monthly installment or recurring accounts.

Sec. 6. - Impeachment of an Officer or Board Member shall be by a majority of the voting members at a Regular or Special Meeting.

ARTICLE VIII - DUTIES OF OFFICERS AND MEMBERS

Sec. 1. - It shall be the duty of all Officers to conduct the activities of the Club in an efficient and businesslike manner, to serve on the Board of Directors, and to safeguard the interests of the Club at all times and conduct new Member orientation. The Director of Maintenance/Operations will not be a position on the Board of Directors.

Sec. 2. - The President shall be the Chief Executive Officer of the Club and preside at all meetings of the Club and the Board of Directors. The President shall execute with the Secretary in the name of the Club all contracts and instruments of debt other than checks after approval by the Board.

Sec. 3. - The Vice-President shall act as President in the absence of the President. In the absence of both the President and the Vice-president, a Chairman shall be chosen by the voting members present at such a meeting. The Vice-President shall be responsible for membership roster and records; and maintaining all licenses, corporate registrations, and filings required by law.

Sec. 4. - The Treasurer shall receive and disburse all Club moneys and maintain proper accounting of the Club finances, furnish an annual and monthly financial report for all official transactions, perform other duties that pertain to this office, and make recommendations to the Board of Directors in the best interest of the Club. An Assistant Treasurer may be appointed by the Board of Directors and shall assist the Treasurer in performing these duties.

Sec. 5. - The Secretary shall keep the Minutes of all meetings and be responsible for handling Club correspondence and distributing pertinent information. The Secretary shall execute with the President, in the name of the Club, all contracts and obligations after approval by the Board of Directors. In the absence or disability of the Treasurer, the Secretary shall prepare checks for expenditures authorized by the Board of Directors. The Secretary shall perform other appropriate duties as requested by the President or the Board of Directors.

Sec. 6. - The Aircraft Maintenance/Operations Director shall direct the maintenance performed on Club aircraft. The Maintenance Director shall strive to insure compliance of all applicable FAA regulations and shall maintain all appropriate aircraft records. The Maintenance Director may appoint an active member to assist in maintenance of the individual airplanes. In the

absence of the Maintenance Director, the Board of Directors shall make arrangements for the maintenance of the aircraft. The Maintenance/Operations Director shall promote an educational program to encourage safe flying, arrange programs for the quarterly Regular Meetings, and coordinate the scheduling of the aircraft.

Sec. 7. - Flight Instructors shall be assigned to new Club Members, perform aircraft check outs, assist in orientation of new Club members and Instructors.

Sec. 8. - The duties of the Board of Directors shall be to act on all matters of policy; to determine the initiation fee, monthly dues, flying charges, insurance fee, and other financial assessments; to act in judicial capacity on violations of Club rules; to penalize members for violation of Club rules; and to protect the Club's interests and safeguard its welfare.

Sec. 9. -The Members at Large shall be the public-facing representatives of the club. One Member at Large shall maintain and upkeep the interested member waitlist, respond to inquiries from individuals interested in membership, provide notice to the Officers of a pending Club vacancy and new member, ensure prospective new members receive and properly fill out all necessary paperwork, and effect communication between new members and the appropriate Officers and members (e.g., the Treasurer for collecting the initiation fee). The second Member at Large shall be responsible for representing the interests of the Club to the public, including arranging static club displays at airshows, organizing club social events, and planning aviation-related club activities for members (e.g., ATC facility tours, FSDO meet-and-greets, etc.).

Sec. 10. - The duties and responsibilities of the members shall be to attend all Regular Meetings, to conduct themselves in a proper and fitting manner, to uphold the dignity of the Club at meetings and on the flying field, and to be alert and mindful of the Club's interests at all times. Members shall exercise due caution and safety in flying; and observe all Club, local, state, and federal rules and regulations.

ARTICLE IX - QUORUMS AND MEETINGS

Sec. 1. – Twenty (20) percent of the membership, present in person or by proxy, shall constitute a quorum for the transaction of business. A majority of a quorum shall decide any issue unless otherwise provided in the Bylaws.

Sec. 2. – The President will hold an annual meeting of the membership each January at such time as the Board of Directors shall determine. Notice of annual meeting will be by written notice, email or voice mail at least 10 day prior to meeting.

Sec. 3. - Regular meetings of the Board of Directors, open to all members, shall be held each month. The President will have the option to postpone a monthly meeting but in any event, one

(1) meeting shall be held at least once each quarter.

Sec. 4. – Special meeting of the members may be held at such time and place as the President may determine, or may be called by a majority of the Board of Directors or by written petition of at least five (5) members. It shall be the duty of the Secretary to call such a meeting within thirty (30) days after such demand. All members shall be notified at their last given address, voice mail, or email, of the time, place and subject matter of the Special Meeting, at least one week in advance.

Sec. 5. - All procedural matters in connection with both membership and Board of Directors Meetings not otherwise provided for herein shall be governed by Robert's Rules of Order.

ARTICLE X - VOTING

Sec. 1. – Only Active Flying members shall be allowed to vote. They shall be entitled to one vote, which may be in person or by proxy at the meeting or proxy submitted in writing, addressed to the President or Secretary. Written proxy votes submitted by mail must be received at least three (3) days prior to the meeting.

Sec. 2. – In addition to members present to vote, only written proxies will be allowed to be counted as a vote at a meeting.

Sec. 3. - A majority vote of eligible voting members present at a Regular or Special Membership meeting shall be required to effect passage of any resolution except when otherwise provided for by these Bylaws.

Sec. 4. - All motions before the Board of Directors shall require a simple majority of the Board of Directors members present to be passed.

Sec. 5. – The President may solicit a vote by e-mail on urgent matters. Each step of an e-mail vote shall be open for at least two full business days unless obviously completed (e.g. a motion is seconded or all eligible votes have been recorded). A motion that is not seconded within two business days shall expire.

Sec. 6. - The Vice-President may call for an email vote on candidates for membership. The

email vote shall be open for at least two business days. Voting may be closed sooner than two business days if all eligible votes have been cast.

ARTICLE XI - FISCAL YEAR

Sec. 1. - The Fiscal Year shall extend from January 1 to December 31.

ARTICLE XII - FINANCES

Sec.1. A. - Financial stability on a self-supporting basis shall be a prime responsibility of all Club members. The Board of Directors shall determine membership fees, initiation fees, monthly dues, flying charges, and other financial assessments. The initiation fee shall be payable with the application. Dues and flying charges shall be paid monthly. All members are required to share equally any monthly or fiscal year obligations of the Club.

Sec. 1. B. - No member may obligate the Club except as set forth in these Bylaws.

Sec. 2. - The Treasurer shall make financial and other pertinent records of the Club available for audit and inspection annually.

ARTICLE XIII – INITIATION FEE AND MEMBERSHIP FEE

Sec. 1. The membership shall be transferable upon exiting the club to a new member approved by the membership and transfer executed by the board.

Sec. 1. A. The membership fee shall, as approved on August X 2021, be \$5500 and recommended value published annually there after.

Sec 2. A. A one time non-transferable initiation fee of \$500 shall also be assessed and paid before the new member receives the full benefits of an Active Full Member.

ARTICLE XIV - DUES AND FEES

Sec. 1. – Each member shall be assessed monthly dues as set by the Board of Directors and in effect at the time, said dues to be payable on the 1st of the month, due within ten (10) days of receipt of invoice. The monthly dues may change from time to time at the discretion of the Board of Directors.

Sec. 2. – The hourly aircraft rates are set by the Board of Directors and each member will be invoiced at that rate. Each member will be billed each month for their accumulated hours for the previous month. The hourly aircraft rate may be changed from time to time at the discretion of the Board of Directors.

Sec. 3. - The Club will reimburse members for gas expenses at the home field price instead of the purchased price. If gas is purchased at a higher price than at the home field, only the home field price will be reimbursed.

Sec. 4. – Any member who has failed to pay the dues, hourly aircraft rate charges or any other

sum due the Club within thirty (30) day after said sums shall be due, shall be considered a delinquent member and may at the discretion of the Board of Directors be suspended from flying the Club's aircraft and engaging in any other club activity. A ten percent (10%) penalty of the delinquent amount shall be charged after one (1) month's delinquency unless the Board of Directors waives the penalty upon a showing of good cause by the member.

ARTICLE XV - REVISIONS OF ASSESSMENTS

Sec. 1. - The Board of Directors may revise any fees, dues, flying rates or assessments. Each member shall be notified of such changes.

ARTICLE XVI - ADOPTION OF BYLAWS

Sec. 1. - These Bylaws shall become effective immediately upon approval by the Membership unless such revisions affect tax-exempt status.

ARTICLE XVII - AMENDMENTS

Sec. 1. - These Bylaws may be amended by a majority vote of the membership present at a Regular Meeting. The proposed amendment(s) shall be presented to the members at a Regular Meeting one month prior to voting.

ARTICLE XVIII - REVISIONS OF BYLAWS

Sec. 1. - Amendments to the Bylaws may be published in the Minutes of the Meeting in which they were approved as per Article XVII of these Bylaws. The Amendments shall be attached to the Bylaws as an addendum at the time of Amendment. Annually, the actual document shall be revised to incorporate these Amendments in the proper order.

ARTICLE XIX - DISSOLUTION

Sec. 1. - Upon dissolution of the Club, three members shall be designated by the Board of Directors as Trustees who shall liquidate the assets thereof, as soon as practical, and pay all existing debts and liabilities in proportion to the final available capital, including any money rightfully due to members as refunds in accordance with regulations of the Club. Residual assets shall be distributed equally to current Active Flying and Inactive Flying Members.