

East Hill Flying Club, Inc.  
Ithaca, NY

# By-Laws

Rev. November 22, 2002

## Article One

### Organization

1. The name of this organization shall be THE EAST HILL FLYING CLUB, INC.
2. The organization shall have a seal which shall be in the following form:
3. [ **Incorporated under the MEMBERSHIP CORPORATIONS LAW (now-repealed), the organization currently is a not-for-profit corporation of Type B pursuant to NOT-FOR-PROFIT CORPORATION LAW §113. (4/97) ]**

## Article Two

### PURPOSES

The following are the purposes for which this club has been organized:

1. To own or lease and maintain one or more aircraft for the education, transportation and general use of the members of this Club or their families.
2. To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Club.
3. To borrow money, contract debts, make contracts, and to exercise any and all such powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient or expedient for the accomplishment of any of its objects or purposes, providing the same be not inconsistent with the laws of the State of New York, and to that end, enumeration of such powers as set forth herein shall not be deemed inclusive.
4. To advance the science of aeronautics, to develop aviation and to educate pilots in every way to safe operations.
5. To provide for its members convenient means for private flying and the improvement and maintenance of their flying skills at reasonable rates.

## Article Three

### MEETINGS OF MEMBERS

1. Meetings of the membership shall be held at a time and place to be determined by the Board of Directors. Within this Article, the words "membership", "member", and "members" shall refer to active members in good standing.
2. The Annual Meeting of the Club shall be held in December at such a time and place as the Board of Directors shall determine.

3. Notice of the Annual Meeting of the members shall be given by written notice mailed to each member at his/her last known place of business or residence at least five days before such annual meeting.
4. Special meetings 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 Directors or by written petition of at least one-fourth of the membership. It shall be the duty of the Secretary to call such meetings within thirty days after such demands.
5. Notice of special meetings of members, stating the time and in general terms the purpose thereof, shall be given in like manner as the notice required for the regular annual meetings.
6. At any meeting of the members, a quorum shall consist of 15 members in good standing.
7. The President, or in his/her absence, the Vice-President, or in the absence of the President and Vice-President, a Chairman elected by the members present shall call the meeting of the members to order and shall act as presiding officer thereof.
8. At the Annual Meeting of the members, the members shall elect by ballot the Executive Officers and Board of Directors as constituted by these By-Laws, for the next calendar year commencing January 1.
9. At every meeting of the members, each member shall have only one vote.
10. A majority vote of the members present shall be necessary for the adoption of any resolution and for the election of officers.

#### **Article Four** **DIRECTORS**

1. The business of the Club shall be conducted and controlled by a Board of Directors of fourteen members.
2. The Board of Directors shall consist of the President, Vice-President, Immediate Past President, Treasurer, Assistant Treasurer, Secretary, Aircraft Maintenance Officer, Avionics Officer, Safety Officer, Social Activities Officer, Building Maintenance Officer, Publicity Officer and two Directors at Large. If the President was also President for the last calendar year past, there shall be no Immediate Past President for the current year, and an additional Director at Large shall be elected as soon as may be possible.
3. Regular meetings of the Board of Directors shall be held at any time and place as determined by the President.
4. Special meetings of the Board of Directors may be called at any time on the order of the President or on the order of two Directors.
5. Notice of special meetings of the Board of Directors stating the time and in general terms, the purpose, shall be mailed, or orally given to each Director not later than the day before the day appointed for the meeting. If all Directors shall be present at any meeting, any business may be transacted without previous notice.
6. Six Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least four Directors shall be necessary to pass any resolution or authorize any act of the Club.
7. The Board of Directors shall cause to be kept a record of all its acts and proceedings at its meetings and to be presented a full statement showing in detail the condition of the affairs of the Club.

8. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform, or cause to be done and performed any and every act which the Club may lawfully do and perform. Each member of the Board of Directors may enforce all said rules and resolutions in the first instance until action of the Board.
9. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the Business of the Club.

**Article Five**  
OFFICERS

1. The Officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Assistant Treasurer, Aircraft Maintenance Officer, Social Activities Officer, Building Maintenance Officer, Safety Officer, Avionics Officer and Publicity Officer.
2. The Officers shall be elected from the active membership by the Club membership at the Annual Meeting of the Club, and shall hold office for the ensuing year or until their successors are approved by the Board.

**Article Six**  
INDEMNIFICATION

1. The Club may, by resolution of the Board of Directors, provide for indemnification by the Club of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Club, except in relation to matters as to which such Directors shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability for negligence or misconduct.

**Article Seven**  
PRESIDENT

1. The President shall preside at all meetings of the club and the Board of Directors. He/she shall post an agenda for Board meetings five days in advance of the meeting. He/she may call any special meeting of the members of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board of Directors. He/she shall appoint committees as necessary and be a member ex-officio of such committees.
2. The President shall assign such duties connected with the operation of the Club to other officers.

**Article Eight**  
VICE PRESIDENT

1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.
2. The Vice-President shall also perform such duties connected with the operation of the Club as he/she may undertake at the direction of the President.

**Article Nine**  
SECRETARY

1. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He/she shall attend to the giving and serving of notices of all meetings of the members and the Board of Directors and otherwise. He/she shall keep a proper membership book showing the name of the each member of the Club, the book of By-Laws, an up-to-date compilation of Club Policies, the Club Seal and such other books and papers as the Board of Directors may direct. He/she shall execute with the President, in the name of the Club, all certificates of membership, contracts and instruments which have been first approved by the Board of Directors.
2. The Secretary shall perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors.
3. The Secretary shall also perform such duties connected with the operation of the Club as he/she may be directed by the President

**Article Ten**  
TREASURER AND ASSISTANT TREASURER

1. The Treasurer and the Assistant Treasurer shall execute in the name of the Club all checks for expenditures authorized by the Board of Directors. They shall receive and deposit all funds of the Club in the bank selected by the Board of Directors which funds shall be paid out only by check as herein before provided. They shall also account for all receipts, disbursements and balance on hand to the Board of directors in a timely way. They shall provide timely financial statements that indicate revenue, expenditures, assets, liabilities and net worth of the Club.
2. The Treasurer and Assistant Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors.

**Article Eleven**  
AIRCRAFT MAINTENANCE OFFICER

1. The Aircraft Maintenance Officer shall be responsible for the maintenance of current information in the log books of the aircraft.
2. The Aircraft Maintenance Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certified aircraft and engine mechanic, and for obtaining all checks, inspections, major overhauls and for compliance with all Airworthiness Directive Notices and service bulletins for the aircraft.

3. The Aircraft Maintenance Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

**Article Twelve**  
AVIONICS OFFICER

1. The Avionics Officer shall be responsible for maintaining the aircraft radios and avionics in proper operating condition. This shall include normal preventative maintenance and necessary repairs by or under the supervision of qualified technical personnel.
2. The Avionics Officer shall be responsible for all licensing of radios in Club aircraft.

**Article Thirteen**  
SAFETY OFFICER

1. The Safety Officer shall work in cooperation with the Chief Instructor and the FAA to conduct Safety Seminars.
2. The Safety Officer shall be responsible for fire fighting equipment and overall fire safety.
3. The Safety Officer shall be responsible for building and equipment safety.
4. The Safety Officer shall be responsible for securing adequate insurance coverage for the building and aircraft and enforce the necessary provisions of that insurance.

**Article Fourteen**  
PUBLICITY OFFICER

1. The duties of the Publicity Officer shall be to assume responsibility for all advertising and promotional activity for the Club.

**Article Fifteen**  
BUILDING MAINTENANCE OFFICER

1. The Building Maintenance Officer shall assume responsibility for the care and maintenance of the building contents (other than aircraft), and grounds. Article Sixteen

**Article Sixteen**  
SOCIAL ACTIVITIES OFFICER

1. The Social Activities Officer shall assume responsibility for social functions of the Club.

**Article Seventeen**  
DIRECTORS AT LARGE

1. The Directors at Large shall perform such duties connected with the operation of the club as assigned by the President.

**Article Eighteen**  
VACANCIES

1. If any vacancy occurs on the Board of Directors, or among the Officers of the Club, the Board of Directors shall select a successor to hold office for the unexpired term.
2. If three or more vacancies shall occur at any one time, they shall be filled by a vote of the members at a meeting duly called.

**Article Nineteen**  
CLUB MANAGEMENT

1. The Board of Directors shall make and promulgate rules and regulations governing the operation of Club aircraft and property.
2. The Chief Pilot shall act as day-to-day manager of Club operations, under direction of the President and shall have the option of performing in the capacity of Aircraft Maintenance Officer, Avionics Officer, Safety Officer and/or Building Maintenance Officer to enhance Club operations and to assure compliance with FAR Part 141 and the Rules of Operation.

**Article Twenty**  
AMENDMENTS

1. These By-Laws may be amended at any regular or special meeting of the Club, provided that notification of the proposed amendment be communicated to the entire membership at least ten days in advance of the meeting.
2. A two-thirds vote of the members present at any such meeting shall be required to adopt any proposed amendment.

**Article Twenty-One**  
PARLIAMENTARY AUTHORITY

1. Robert's Rules of Order Revised shall be the parliamentary authority and shall serve as a guide for conduct of all meetings of the Club.

**Article Twenty-Two**  
DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. [ Article Twenty-Two (added 4/97) In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed:
  - (a) first, to general creditors of East Hill Flying Club, including those holding long term loans to the Club which will be paid back with interest to date;
  - (b) second, to Club members proportional to and not exceeding the amount of their refundable deposits, without interest; and
  - (c) last, to such non-profit charitable corporation, municipal corporation, or corporations, as may be selected by the board of directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on nonprofit aviation, and aviation safety, education . In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members (except as stated in (b) above), either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of the dissolution of this corporation, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to the following nonprofit charitable purpose: Aircraft Owners and Pilots Association (AOPA) Safety Foundation.] 3/27/97