



**Flying Club 1, Inc.**

# **By-Laws**

Amended and approved February 2, 2012.

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## **Article I – Name**

The name of this organization is **Flying Club 1, Inc.** The organization is a 501(c)7 non-stock, non-profit, recreational corporation.

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## **Article II – Location**

The office for the transaction of business for the organization shall be the residence of the Secretary.

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## **Article III – Purpose**

The purposes of this non-stock, non-profit, recreational corporation are to:

- a. Promote and support light and ultralight aviation in Northern Virginia..
- b. Promote safety among light and ultralight flyers in Northern Virginia.
- c. Provide mutual support and encouragement to the members.
- d. Represent the interests of light and ultralight aviation to the FAA and political authorities in Northern Virginia.

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## **Article IV – Membership**

### **Section I. Eligibility for Membership**

- a. The Club is open to everyone who applies and pays dues.
- b. The Club does not discriminate as to sex, color, race, national origin or religion.
- c. Members previously expelled may rejoin only with the approval of a majority of the Directors.

### **Section II. Classification of Membership**

- a. A voting member shall be any member of the Club in good standing.

- b. Family members shall be the spouse and dependents of a member's household. Each member of the family over 18 years of age is entitled to vote.
- c. Honorary Members. At his discretion, the President may designate – or remove – anyone who has been a friend to the club as an Honorary Member. They will pay no dues and will appear on the membership roster, but shall not be entitled to vote nor hold office in the Club.

### **Section III. Duration of Membership**

- a. All memberships expire on December 31<sup>st</sup>, with a grace period through March 31<sup>st</sup>. Members retain voting rights during the grace period.
- a. Membership in the Club automatically ends if the member has not paid dues by March 31<sup>st</sup>.
- b. Honorary memberships continue until terminated by the President.
- a. A member may resign from the Club at any time upon written notice or an email addressed to the Secretary.

### **Section IV. Expulsion of Members**

- a. Any member deemed undesirable by acts or deeds which are considered to jeopardize this organization or its mission may be expelled from membership at any published meeting by a three-fourths vote of the members present at such a meeting.

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## **Article V – Dues**

### **Section I. Rate of Assessment**

- a. Rate of assessment of dues shall be determined by the Board of Directors.
- b. Payment of dues shall be made to the Club Treasurer.

### **Section II. Assessment Period**

- a. Dues shall be paid by January 1 of each year for the period January 1 through December 31.
- b. New members (but not returning members) joining after July 1 shall be assessed one-half the annual dues.

### **Section III. Members Not Subject to Dues**

Honorary Members shall not be subject to Club dues.

### **Section IV. Membership Records**

- a. The Treasurer (or his delegate) shall maintain an up-to-date membership roster. This will include names, contact telephone numbers, and email addresses for all members. The roster will separately list each adult in a family membership. This roster is the basis for establishing whether meetings have a quorum and who is eligible to vote.

- b. Whenever the roster is updated, the Treasurer (or his delegate) shall email it to all members, and only to members, the roster being one of the benefits of membership. In order to prevent spam, the roster will not be put on the Club website nor given to the public.

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## **Article VI – Officers**

### **Section I. Executive Officers**

- a. The Executive Officers of this organization shall be a President, Vice President, Secretary and Treasurer or combined Secretary/Treasurer.
- b. Their term of office shall be two years, served in a staggered order. The President and Secretary shall be elected in December of odd years, and the Vice President and Treasurer in even years. Installation of officers will be in December, at the conclusion of the meeting in which they are elected.
- c. In the event of an unscheduled vacancy of an office, the Board of Directors shall appoint a member of the Club to serve until the next election of that office.
- d. The Treasurer may be bonded in an amount determined by the Club. The bond premium shall be at the expense of the Club.

### **Section II. The President**

The President shall be the Chief Executive Officer of the Club and the Board of Directors. He may call any special meeting 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. He shall execute, with the Secretary, all contracts and instruments that have first been approved by the Board of Directors. In the case of the absence or disability of the Treasurer, the President may execute checks for the expenditures authorized by the Board of Directors. He shall give notice of all meetings of the members and of the Board of Directors and otherwise.

### **Section III. The Vice President**

- a. The Vice President shall be vested with all the powers and shall perform the duties of the President in case of the absence, disability or inability for any reason, of the President to perform the duties of his office.
- b. The Vice President shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President or Directors.

### **Section IV. The Secretary**

- a. The Secretary shall have the responsibility to take and publish minutes of all meetings of the members and of the Board of Directors.
- b. He shall keep a of Article of Incorporation and By-Laws, and such other books and papers as the Board of Directors may direct.
- c. He shall execute with the President, in the name of the Club, all contracts and instruments that have been first approved by the Board of Directors.
- d. He shall also oversee such other Club communication responsibilities as the Newsletter and Club Web Site.

## Section V. The Treasurer

- a. The Treasurer and the President shall execute, in the name of the Club, all checks for the expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Club in a bank selected by the Board of Directors, which funds shall be paid out only by check, as provided. He shall also account for all receipts, disbursements and the balance of funds on hand.
- b. The Treasurer shall arrange for an annual audit of the Club's finances by another qualified party. He shall report the audit and an annual financial statement to the membership.
- c. **Regular Reports.** At each regularly-scheduled Club meeting, the Treasurer shall present a report of income, expenses, and cash on hand. He will make a copy of the report available to any member who requests it.
- d. **Annual Report.** At the first meeting of the new year, the Treasurer shall present a report covering the entire previous year. It will show starting cash balance, income, expenses, and ending cash balance. He will make a copy of the report available to any member who requests it.
- e. **Membership Roster.** The Treasurer is responsible for seeing that the membership roster is kept up to date based on dues payments. He may delegate this job to someone else. The Treasurer will ensure that the latest membership roster is brought to every general meeting, as it determines eligibility to vote.
- f. He shall be the *registered agent* for the corporation as defined by the State Corporation Commission. Upon first taking office, he shall notify the State Corporation Commission that he is the new agent and that the Club's registered address has changed to his own address per Article II above. In the event that the Treasurer is not a resident of Virginia, another Director, as appointed by the President, shall act as agent for the corporation.

## Section VI. Appointed Staff-level Officers

- a. Contingent upon the level and nature of activity in the Club, it may be necessary for the President to appoint members to carry out specific functions on a continuing basis. Such appointments must be approved by the Board of Directors and may include, but are not limited to:
  1. Newsletter Editor
  2. Webmaster
  3. Librarian
  4. Safety Officer
  5. Events Coordinator
  6. Membership Coordinator
  7. Art / Photography
  8. Publicity
  9. Property Management
- b. Any of these functions deemed by the President and Board to be of sufficient importance may be elevated and assigned to one of the Director-at-Large positions.

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## **Article VII – Directors**

### **Section I. Composition and Powers of the Board of Directors**

- a. The powers, business and control of the property of the Club shall be exercised, conducted and controlled by a Board of Directors of not less than seven members.
- b. The Board of Directors shall be determined as follows:
  - 1) The current President and Vice President, immediate Past President, Secretary and Treasurer.
  - 2) Additional Directors, at Large, not to exceed two in number, will be appointed by the President, subject to the approval of the Board. Appointed Directors shall serve for a period of one year. In the absence of an Immediate Past President, a third Director-at-Large may be appointed by the President subject to approval by the Board of Directors.
- c. The President shall be a member of and preside over the Board of Directors as its Chairman.
- d. In case of a vacancy on the Board, the President shall appoint a replacement, subject to the approval of the Board of Directors.
- e. Each member of the Board shall serve as a Director without compensation.
- f. 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 do and perform.

### **Section II. Removal of Directors**

- a. Any Director – elected or not – can be removed from office at any time by a majority vote of the membership at a meeting, provided that:
  - 1) A quorum of members is present (including proxies), and
  - 2) The members proposing the removal have sent an email to the entire membership at least three weeks in advance of the meeting. The email must state that a motion to remove the officer will be made at the meeting. It must name the officer(s) whose removal will be proposed. The most recent membership roster will be taken as the definition of “membership”.
- b. No person who is party to the removal may chair the meeting, neither a Director proposed for removal nor the person making or seconding the proposal.

### **Section III. Physical Meetings of the Board of Directors**

- a. Meetings of the Board of Directors shall be called at any time on the order of the President or on the order of at least three Directors.
- b. Notice of special meetings of the Board of Directors stating the time and, in general terms, the purpose of the meeting shall be emailed or personally given to the Directors at least 48 hours prior to the time appointed for the meeting. If all the Directors shall be present at a meeting, any business may be transacted without previous notice.
- c. A majority of the Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of a majority of those present shall be necessary to pass any resolution or authorize any act of the Club. Each person on the Board has only one vote, even if the person holds two offices, such as both Secretary and Treasurer.

- d. Board meetings shall be open to the membership. However, members may not participate in Board proceedings unless invited by the President or the Presiding Officer.

#### **Section IV. Remote Real-Time Meetings of the Board of Directors**

The Board may conduct meetings remotely in real time under the same rules as physical meetings so long as the Board members are able to read or hear the proceedings of the meeting substantially concurrently with the proceedings. ( § 13.1-844.2 of the Virginia Code governs such meetings.)

#### **Section V. Email Meetings of the Board of Directors**

- a. **Initiation.** Any Director may initiate an email meeting by sending an email to all Directors. The email must state, “I am starting an email meeting around a proposal to do X.” It is important to distinguish a formal email meeting from general chit-chat on a topic.
- b. **Reply All.** All emails must go to all Directors. Everyone must Reply All to everything.
- c. **Quorum.** Because an email meeting is not in real time, discussion can proceed without a quorum, but voting cannot. The email meeting will have a quorum as soon as all Directors have acknowledged the initial email; or when seven days have passed and at least a majority of Directors have done so. The President will announce when a quorum has been achieved.
- d. **Voting.**
  - 1) Once a quorum is established and the proposal discussed, the President will call for a vote. The email must state, “I call for a vote on a proposal that we do X.” He must restate the proposal being voted on.
  - 2) The affirmative vote of a majority of those voting shall be necessary to pass any resolution or authorize any act of the Club. (§ 13.1-841(A) says that unanimous consent is not required.)
  - 3) Directors will state their voting intentions by email to all Directors so that an early gauge of the voting can be had. But these emails are not binding.
  - 4) To actually vote, Directors must print the email with the proposal. They must sign it, clearly stating that they vote Yes or No to the proposal. They must then send this signed vote to the Secretary, either in person, by mail, or by scanning it and emailing it. The decision is not binding on the Club until the Secretary has received enough of these signatures to decide the issue.
  - 5) Voting will conclude when either a) A majority of Directors in the quorum have voted either Yes or No, or b) Fourteen days have passed without such votes having been received, in which case the email meeting automatically concludes without result.
- e. **Conclusion.** The Secretary shall conclude the meeting with an email that declares the outcome of the voting.
- f. **Record.** The Secretary will publish minutes of the email meeting in the Club newsletter. The minutes need only cite the date of the email meeting, the proposal, and the decisions reached.

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#### **Article VIII – Meetings of the General Membership**

- a. All meetings of the members, except as herein provided, shall be held at a place to be determined by the President.
- b. Notice of regular meetings of the members shall be given by notice published in the Club newsletter, published on the Club website, and emailed to everyone in the most recent membership roster.

- c. 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 Board of Directors.
- d. Notice of special meetings of members, stating the time and, in general terms, the purpose thereof, shall be given by email to all members at least five days in advance of the meeting.
- e. At any meeting of the members, a quorum shall consist of at least one fifth of members who are in good standing, represented either in person or by proxy. For the purposes of counting a quorum, the most recent membership roster will be used, although people who join at the meeting may also count toward the quorum.
- f. The President, or in his 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 the presiding officer.
- g. At every meeting of the members, each voting member shall have only one vote. The most recent membership roster will be the authoritative list of members eligible to vote, although people who join at the meeting may also vote.
- h. In the absence of a member, he shall have the right to vote by proxy. Proxies must be in writing, either in the form of a signed note or the printout of an email from the member giving the proxy. The email must include the first and last name of the member so that his identity is clear. To count, proxies must be presented to the Chairman of the meeting prior to voting. The Secretary will determine the validity of each proxy, subject to appeal to the membership in case of dispute.
- i. A majority of the members present or represented by proxy is necessary for the adoption of any resolution.

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## **Article IX – Vacancies**

If the office of President, Vice President, Secretary or Treasurer becomes vacant for any reason, the Board of Directors shall elect a successor who shall hold office for the unexpired term.

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## **Article X – Elections**

- a. A nominating committee consisting of Club members at large will be formed at the October Club meeting.
- b. Selections of the nominating committee will be published at the November meeting and in a recognized publication of the Club before the December meeting.
- c. Nominations from the floor will be accepted prior to the election at the December meeting.
- d. Elections of officers shall be accomplished at the December meeting of the Club prior to the expiration of the current terms of office.
- e. Election to office requires a majority vote of members present.

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## **Article XI – Amendments**

These By-Laws may be repealed or amended by new By-Laws adopted at any meeting of the Board of Directors by a two-thirds majority vote of those present at such a meeting in person or represented by

proxy, provided only that changes will be in conformity with the provisions of Chapter 2 of Title 13.1 of the code of Virginia.

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## **Article XII – Dissolution**

Should the Club become inactive or disband, all Club records, certificates of incorporation, and the Charter will be kept by the last Secretary for three years and then discarded. The assets of the Club will be transferred to an aviation charity chosen by the Directors.

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## **Article XIII – Seal**

A corporate seal may be provided for.

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## **Article XIV – Retention of Records**

- a. **Permanent records.** The Secretary shall keep the following records for the life of the Club.
  - 1) Articles of Incorporation and all amendments to them.
  - 2) By-Laws and all amendments to them.
  - 3) Minutes of the meetings of the Board of Directors.
- b. **Three-year records (financial).** The Treasurer shall retain the financial records of the club for three years after the end of the calendar year, and then destroy them.
- c. **Three-year records (other).** The Secretary shall keep the minutes of membership meetings records for three years after the end of the calendar year. He may keep them longer but need not.
- d. **Other records** may be retained as long as they are useful in the opinion of the Secretary or the webmaster.

## **Notes to By-Laws**

- 1) IRS 501(c) 7 Recreational Organizations- Are not tax deductible for either donations or property.
- 2) Virginia Tax code [ 23VAC10-210-1070 ] for Non-profit Organizations: Recreational Organizations are not granted an exemption to defer "Sales Taxes" on tangible goods or services.