



**Flying Club 1, Inc.**

# **Bylaws**

Amended and approved March 8, 2024.

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## **Article 1 – 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 2 – Location**

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

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## **Article 3 – Purpose**

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

- a. Promote and support light and ultralight aviation in Northern Virginia as a social club and as a flying club .
- 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 4 – Membership**

### **Section 1 – 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 2 – Classification of Membership**

- a. The corporation shall have two classes of members – voting and honorary.
- b. **Voting Members.** A voting member shall be any member of the Club in good standing, either an individual or a family. 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.** 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 3 – 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.
- b. Membership in the Club automatically ends if the member has not paid dues by March 31<sup>st</sup>.
- c. Honorary memberships continue until terminated by the President.
- d. A member may resign from the Club at any time upon written notice or an email addressed to the Secretary.

## **Section 4 – 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 by the Board.

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## **Article 5 – Dues**

### **Section 1 – 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 2 – Assessment Period**

Dues shall be paid by January 1 of each year for the period January 1 through December 31. Payments for flying privileges are on an annual basis as described in Article 14 below.

### **Section 3 – Members Not Subject to Dues**

Honorary Members shall not be subject to Club dues.

### **Section 4 – Membership Records**

- a. The Treasurer (or their 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 their 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 6 – Directors**

### **Section 1 – 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 seven members. All are elected directly by the membership at a meeting in December of each year. Their terms commence immediately upon election.
  - The President and Secretary serve two-year terms beginning in odd-numbered years.
  - The Vice President and Treasurer serve two-year terms beginning in even-numbered years.
  - Three Directors-at-Large serve one-year terms.
- b. The President shall be a member of and preside over the Board of Directors as its Chairman.
- c. Each member of the Board shall serve as a Director without compensation.
- d. 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 2 – 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 Director will be made at the meeting. It must name the Director(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 3 – 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 4 – Remote Real-time Meetings of the Board of Directors**

The Board may conduct meetings remotely in real time – such as by Zoom – 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.)

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## Article 7 – Officers

### Section 1 – The President

The President shall be the Chief Executive Officer of the Club and the Board of Directors. The President 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. The President 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. The President shall give notice of all meetings of the members and of the Board of Directors and otherwise.

### Section 2 – 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 their office.
- b. The Vice President shall also perform such duties connected with the operation of the Club as they may undertake at the suggestion of the President or Directors.

### Section 3 – 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. The Secretary shall keep a copy of the Article of Incorporation and Bylaws, and such other books and papers as the Board of Directors may direct.
- c. The Secretary 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.

### Section 4 – The Treasurer

- a. **Disbursements.** The Treasurer or the President shall execute, in the name of the Club, all checks for the expenditures authorized by the Board of Directors. They 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 or electronic payment card on the Club account. They shall also account for all receipts, disbursements and the balance of funds on hand.
- b. **Accounting.** The Treasurer shall maintain the Club's accounts online. They shall give the Directors read-only online access to the accounts.

**Annual Budget.** The Treasurer shall prepare the annual budget. (See o

- c. - Annual Budget below.)
- d. **Regular Reports.** At each regularly-scheduled Club meeting, the Treasurer shall present a report of income, expenses, and cash on hand. The Treasurer will make a copy of the report available to any member who requests it.
- e. **Annual Report to the Members.** 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. The Treasurer will make a copy of the report available to any member who requests it.
- f. **Membership Roster.** The Treasurer is responsible for seeing that the membership roster is kept up to date based on dues payments. The Treasurer 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.
- g. **Registered Agent.** The Treasurer shall be the *registered agent* for the corporation as defined by the State Corporation Commission. Upon first taking office, they shall notify the State Corporation Commission that they are the new agent and that the Club's registered address has changed to their own address per Article 2 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.
- h. Annual Filings with the State Corporation Commission. The Treasurer shall:
- File the annual report to the SCC per their requirements.
  - Pay the annual Registration Fee to the SCC.
- i. **Annual Filings with the IRS.** The Treasurer shall file such returns - and pay such taxes - as the IRS requires for the Club to maintain its status as a 501(c)7 organization with the IRS.
- j. **Bond.** The Treasurer may be bonded in an amount determined by the Club. The bond premium shall be at the expense of the Club.

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## **Article 8 - Appointed Staff**

### **Section 1 – Appointment Process**

- a. The President shall appoint the following staff. Such appointments must be approved by the Board of Directors.
- b. Any of these roles deemed by the President and Board to be of sufficient importance may be elevated and assigned to one of the Director-at-Large positions.

### **Section 2 – Flight Operations Chief**

*Responsibilities:* The Flight Operations Chief has overall responsibility for the safe use of Club aircraft.

*Duties:*

- a. Grants flying privileges following a sign-off by a Club-approved CFI.
- b. Suspends flying privileges if they deems it necessary because of unsafe or unsatisfactory behavior of flying skills that jeopardizes the pilot, passenger or aircraft.
- c. Resolves day-to-day issues that arise among the flying members regarding the flying program.
- d. Is the point of contact for people thinking about becoming flying members. Guides them through the application process.
- e. Handles the administrative aspects of pilot vetting:
  - 1) Receives and processes applications for flying privileges.
  - 2) Creates accounts in the online reservation app for new pilots.
  - 3) Verifies applicants' license information, insurance coverage, BFR date, and so on. Enters this data – and their permission to fly – into the online aircraft reservation system. Members do not update this information themselves.
- f. Maintains the Club's *Operating Rules* document. This is published on the Club website and specifies the behavior expected of pilots flying club airplanes.

### **Section 3 – Training Chief**

*Qualifications:* This person must be an FAA-licensed Certified Flight Instructor (CFI) or Sport Pilot Certified Flight Instructor.

*Responsibilities:*

- Ensures that flying members are properly trained to fly our airplanes.
- Recruits a cadre of CFIs who will train in our airplanes.

*Duties:*

- a. Trains members to fly our airplanes.
- b. Sets a standard syllabus to be followed by CFIs training in our airplanes.
- c. Tracks the training progress of all students in an online app.
- d. Seeks out and enrolls CFIs who are willing and qualified to teach in our airplanes.
- e. Arranges transition training for prospective CFIs who do not have experience in our kind of airplanes.
- f. Maintains an online roster of approved CFIs.

### **Section 4 – Maintenance Chief**

*Responsibilities:*

- Maintains our airplanes in superb condition in accordance with all FAA guidelines.
- Educates pilots in the care of our airplanes.

*Duties:*

- a. Sees that FAA-required inspections are done and logged legally.
- b. Sees that required engine overhauls are done.
- c. Sees that the airplanes are fixed when pilots report squawks.
  - Receives notification from the online app when pilots report problems.
  - Supervises the pilots in doing squawk fixes or does the work himself.
- d. Creates an *Introduction to Our Airplanes* briefing and delivers it to prospective pilots at the hangar. This covers topics such as:
  - Our airplanes and their systems.
  - Our airplane's engine and its care.
  - Pre- and post-flight activities.
  - Refueling.
  - Our hangar – how to get in and close it up.
  - Expected etiquette at our home-base airport.



## **Section 5 – Marketing Chief**

*Responsibilities:* Promotes the social and flying aspects of Flying Club 1 in social media, other public media and with the Virginia Department of Aviation .

*Duties:*

1. Arranges for our participation in events where prospective members might be found.
2. Creates and operates a social media presence for the Club.
3. Publicizes Club activity with local media outlets.
4. Works with the webmaster to see that the website supports marketing.
5. Sends regular updates to the Virginia Department of Aviation on Club flight training activities.

## **Section 6 – Newsletter Editor**

*Responsibilities:* Publishes the Club’s monthly newsletter.

## **Section 7 – Webmaster**

*Responsibilities:* Maintains the Club website.

*Duties:*

- a. Maintain the Club website.
- b. Supports the payment of dues online through the website.
- c. Is the technical administrator for the Club’s online aircraft-reservation software.
- d. Is the technical administrator for the Club’s software that tracks flight training online.

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## **Article 9 – 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 their 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. Members 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 their 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 10 – Vacancies**

If any officer or director position 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 11 – 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 Directors shall be accomplished at the December meeting of the Club prior to the expiration of their current terms of office.
- e. Election to office requires a majority vote of members present.

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## Article 12 – Annual Budget

The Club shall operate with an annual budget.

- a. **Purpose:** The budget will establish:
  - What the Club’s expected expenses will be for aircraft ownership and operation.
  - How many flying memberships will be needed to cover the Club’s expenses for aircraft ownership and operation.
  - Amounts that the Maintenance Chief, the Marketing Chief, and the Webmaster can spend without further approval by the Board.
- b. **Creation.** The Treasurer will propose a budget at the first Club meeting in January.
- c. **Approval.** The budget shall require approval by the Board.

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## Article 13 – Aircraft Ownership

- a. **Ownership.** The Club may acquire one or more aircraft.
- b. **A Shared-Ownership.** The Club is a *non-equity* club, not an *equity-ownership* club. That is, members do not “buy in” to the Club and have no equity in the aircraft that they can sell upon departure.
- c. **Maintenance.** The Club shall maintain its aircraft to FAA standards. Ultralight aircraft – to which FAA standards do not apply – shall be maintained to the same level as Experimental Light Sport Aircraft. Club aircraft will receive a conditional inspection after every 100 flying hours.
- d. **Insurance.** If available, the Club shall purchase liability insurance for its aircraft at the level required by the Commonwealth of Virginia.
- e. **Maintenance Reserve.** The Club shall set aside money from every hour flown as a maintenance reserve to be spent on engine overhauls. The reserve shall be large enough to cover the expected overhaul cost.

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## Article 14 – Flying Privileges

Members with *flying privileges* are allowed to fly Club-owned aircraft. To obtain and keep flying privileges, members must follow the policies in this article.

### Section 1 - Payments

- a. **Annual fee.** Members must pay an annual fee as set by the Board and published in the Rate Sheet on the Club website. Each member's year shall begin when the Flight Operations Chief extends flying privileges to the member.
- b. **Renewals.** Flying privileges work on an annual payment cycle.
  - Flying privileges shall end at the end of the annual cycle.
  - If the member has not renewed within 30 days thereafter, they shall have to re-apply for flying privileges.
- c. **Flight-hour charges.** Members shall pay an amount for each flight hour as set by the Board and published in the Rate Sheet on the Club website.

### Section 2- Waiver of Liability

Members must sign a waiver of liability as set by the Board and published on the Club website.

### Section 3 – Non-Owned Aircraft Insurance

Members must carry non-owned aircraft insurance covering both liability and hull damage in an amount set by the Board and published in the Rate Sheet on the Club website.

### Section 4 – Permission to Fly

- a. **LSA.** Members flying the Club's Light Sport Aircraft must possess an FAA Sport Pilot license (or better). OR, they must have an FAA student pilot license plus an active solo endorsement from their instructor. They must have such medical approval as the FAA requires – typically a current driver's license.
- b. **Ultralight.** Members flying the Club's ultralight aircraft do not need an FAA license. However, they do need a sign-off from two Club-approved Certified Flight Instructors (CFIs) as below.
- c. **Transition training.** If the pilot has no recent experience in our specific make(s) and model(s) of aircraft, they shall take transition training from a Club-approved CFI.

- d. **Approval to Fly.** Flying privileges – and the time purchased by the annual fee – shall commence when a pilot has received an endorsement from a Club-approved CFI. This applies to all pilots, whether licensed or not. Pilots who are certificated to fly a different category of aircraft (such as glider, or weight-shift) shall go through a proficiency check in accordance with FAA regulations.
- e. **90-day currency.** If a pilot has not flown one of our aircraft in the last 90 days, they must receive a check-ride from a Club-approved CFI before doing so.
- f. **Passenger waiver of liability.** Pilots must have their passengers sign a Passenger Waiver of Liability before taking them flying.
- g. **Revocation of flying privileges.** The Flight Operations Chief (subject to appeal to the Board) or the Board itself can revoke a member's flying privileges if they deem it necessary because of unsafe or unsatisfactory behavior of flying skills that jeopardizes the pilot, passenger or aircraft.

## **Section 5 – Annual Meeting**

There will be at least one **required** annual flying and safety membership meeting for members with flying privileges. The various Chiefs will review prior year's activities and accomplishments, and safety goals and procedures for the coming year. This meeting will be held **before** the next flying season starts.

## **Section 6 - Implementation**

The Club will subscribe to an online app by which:

- Members can reserve aircraft, record their flights, and pay for their flight hours.
- The Club can restrict reservations to members who are current as to dues, insurance, BFRs, license expirations, currency, and so on.
- Members can report maintenance problems (squawks) that they find.
- The Maintenance Chief can track aircraft usage, schedule routine maintenance, and respond to squawks.

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## Article 15 - Training

Although the Club does not provide flight instruction, it has an interest in the quality of instruction being given to members in Club aircraft since those pilots are likely to be flying Club aircraft upon completion of their training. This is especially true for members who are training to fly a Club ultralight, where no FAA license is required.

- a. **No flight instruction.** The Club does not provide flight instruction. However, it encourages Club members to obtain flight instruction in Club aircraft at their own expense.
- b. **A standard syllabus.** The Training Chief shall establish a standard syllabus covering both flight and ground school. Everyone training in a Club aircraft – and the CFIs training them – shall follow this syllabus.
- c. **Ultralight training.** Pilots training to fly ultralights shall follow the same syllabus as pilots aiming for an FAA license – except that the FAA tests and checkride are not required.
- d. **Online tracking against the syllabus.** The Club shall provide an online app whereby students and CFIs can record student progress against the syllabus.

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## Article 16 – Certified Flight Instructors

- a. **Approved CFIs.** The Training Chief shall maintain a list of CFIs that they approve. These are CFIs who are familiar with our aircraft and are willing to provide instruction in them to our members according to our training syllabus.
- b. **CFI Insurance.** All CFIs who fly Club aircraft must carry non-owned aircraft insurance for both liability and hull damage in the same amounts as Club members do. These amounts are published in the Rate Sheet on the Club website.

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## Article 17 – Amendments

These Bylaws may be repealed or amended by new Bylaws 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 18 – 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 19 – Seal

A corporate seal may be provided for.

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## Article 20 – Retention of Records

- a. **Permanent records.** The Webmaster shall keep electronic copies of the following records for the life of the Club.
  - 1) Articles of Incorporation and all amendments to them.
  - 2) Bylaws 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 Webmaster shall keep electronic copies of the minutes of membership meetings and Board meetings for three years after the end of the calendar year. The Webmaster 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 Bylaws

- a. IRS 501(c) 7 Recreational Organizations- Are not tax deductible for either donations or property.
- b. 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.