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***NAPERVILLE FLYING CLUB***

**BY-LAWS**

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## BY-LAWS

### ARTICLE I

#### I. NAME AND PURPOSE

A. The name of the organization shall be the Naperville Flying Club and shall be referred to herein as the "NFC" or "Club".

B. The purpose of the Club is to educate and instruct the members in the art of flying powered aircraft safely and to encourage same, neither for profit nor reward.

### ARTICLE II

#### II. MEMBERSHIP

A. Membership in the Club shall be limited to 50 members. A separate class of Associate Members (as set forth in Article II, paragraph H) may also be permitted, but shall not be counted among the 50 members.

B. With the exception of the charter members subscribing to these By-Laws, any person requesting admittance to the Club or changing membership class must be voted in following the procedures set forth in the most recently adopted Club Policy and Procedure Manual or, in the alternative, may be a proposed member introduced by a resigning, but not a dismissed, member. Applicants with prior flight experience may be asked to provide references for a background check. A resigning member shall communicate his/her intentions in writing to the membership chairman at least ten days in advance of the regularly scheduled meeting at which he/she wishes to resign.

C. Any member whose account is not paid in full as specified in Article III shall not fly Club aircraft and shall not be a "member in good standing" during the period that the account is delinquent. Determination of delinquency will be made by the Treasurer. Notification to the member of his or her delinquency status may be made by telephone, mail or direct conversation by the Treasurer or any other officer of the Club. The Board of Directors may, at any time during a member's delinquency, review the membership of that member and, upon a majority vote of the Board, offer some or all of the member's shares for sale in order to recover the amount of the delinquency.

D. There is no requirement for the Club to purchase the shares or any portion of the shares of a member who wishes to resign or who is dismissed. The purchase of a resigning or dismissed member's unsold shares can be made upon a majority vote of a quorum of either the Board of Directors or the general membership. In the event that a purchase of the shares by the Club is approved, in the absence of any other direction, the Treasurer may elect to make payments against the purchase on an installment basis. Once a Club purchase has been authorized and while payments are ongoing, the resigning or dismissed member shall not have control or exercise voting privileges over the shares being purchased by the Club.

E. Membership in the Club shall be on a per share basis. Par value of each share is to be current book value. Each share shall represent one vote, provided that the owner of the share is current on all of his or her obligations to the Club. The number of shares required to fly the Club's aircraft shall be proposed by the Board of Directors and must be approved by a vote of the membership at a meeting subsequent to the meeting where the proposal is read. Said share listing shall be published in the Club Policy and Procedure Manual.

F. Any member may upgrade to a higher share level or downgrade to a lower share level at any time, except for downgrades within the first six months of membership which shall be prohibited. An upgrading member shall be entitled to the privileges of the higher share level upon payment for the additional shares. The shares of a downgrading

member shall be purchased by the Club, however the Treasurer may elect to make the payments against the purchase on an installment basis. Upon making the request to downgrade, a downgrading member shall only be entitled to the privileges of the lower share level whether or not the Club has paid for the sold shares in full.

G. The signature of the legal guardian of a minor shall be required on a waiver of responsibility furnished by the Club before said minor may operate any Club aircraft.

H. Any person may become an Associate Member by following the procedures set forth in the most recently adopted Club Policy and Procedure Manual. An Associate Member's privileges are as follows: 1) eligible to participate in regular meetings of the Club, but without voting privileges; 2) receives monthly newsletter/minutes of Club meetings; and 3) eligible to participate in all other Club activities. An Associate Member can hold neither a Club office, nor serve on a committee or sub-committee.

I. A Safety Review Board consisting of the current President, Vice President, Safety Officer and two NFC members who are Certified Flight Instructors shall review any violation of the Club Flight Rules (Article VI), incident or accident involving a Club member, aircraft or other Club property in accordance with the procedures set forth in the most recently adopted Club Policy and Procedure Manual. The results of the safety review shall be reported to the Board of Directors. During the safety review, the Safety Officer, the Safety Review Board or the Board of Directors may temporarily suspend the member's flight privileges. Any such suspension shall: 1) be communicated to the member; 2) take effect immediately upon transmittal; and 3) not be appealable during the period of the safety review. After the safety review is completed, the Board of Directors may take any action including expulsion of the member. A disciplined member may ask the full membership to review any disciplinary action taken by the Board of Directors at the next regularly scheduled Club meeting. A vote of two-thirds of a quorum of the membership is required to overturn the disciplinary action of the Board of Directors.

## ARTICLE III

### III. FEES

A. Payment by a new member for the shares of a resigning member is due upon acceptance as a member by the Club. Payment by a new associate member is due upon acceptance as an associate member by the Club.

B. Fixed-cost dues shall be proposed by the Board of Directors and must be approved by a vote of the membership at a meeting subsequent to the meeting where the proposed fixed-cost dues are proposed. Dues are assessable until final disposal of shares.

C. Hourly rates for the use of the aircraft shall be proposed by the Board of Directors and must be approved by a vote of the membership at a meeting subsequent to the meeting where the proposed hourly rates are proposed. Hourly rate changes that are required due to changes in fuel prices and that are commensurate with said changes in fuel prices shall not require a vote of the membership. For billing purposes, logged time shall be read from the recording tachometer of each aircraft.

D. An additional fee per member per month may be collected by the Treasurer approved by the Club for the use of any Club or airport facility.

E. Dues, fees and rates having been established as provided above, shall be due to the Club Treasurer on or before the first day of each month and shall be considered as delinquent as of the first Thursday of each month. Member payments received after the first Thursday of each month will be assessed a late-payment charge at a rate to be determined from time to time by the Club. In addition, an interest charge at the rate of 18% per annum shall be added to any member account that is delinquent. Both the late-payment and the interest charges shall be assessed each month the bills remain unpaid.

F. A member's account shall be credited for invoiced payments made by the member as provided in the most recently adopted Club Policy and Procedure Manual.

## ARTICLE IV

### IV. MEETINGS

A. Meetings of the Club shall be held on the first Thursday of each month at a designated place, so authorized by the President, or those authorized to call a meeting. In the event of a conflict of location, or other reasonable conflict, for the first Thursday for a particular month an alternate day may be selected by the Board of Directors; and the Secretary shall cause the date and location of the meeting to be published in the minutes prior to that meeting.

B. Additional meetings of the Club may be called at any time or place by the President, Vice-President, or a majority of the then existing members of the Club in good standing. Each member of the Club shall receive personal notice, orally or in writing, of all such meetings.

C. A quorum necessary for the transaction of business shall consist of 40% of the current members in good standing or of members in good standing holding at least 40% of the then issued shares of the Club. Unless otherwise stated herein, a simple majority vote of the quorum is required for Club approval of any proposal before it.

## ARTICLE V

### V. OFFICERS

A. Except as otherwise provided herein, all officers herein listed shall be elected

at the June meeting of the Club and shall hold office for one year or until a new officer is elected to replace the incumbent officer. The President shall appoint a nominating committee to nominate members for election as officers. Each of the officers is responsible to assist the enforcement of the regulations of the Club

B. There shall be a President whose duties shall be to: 1) oversee meetings of the Club and the Board of Directors; 2) oversee all the work and activities of the Club; and 3) sign with the Corporate Secretary or the Treasurer all contracts, notes, leases, mortgages, bills of sale, and other documents necessary for the proper functioning of the Club.

C. There shall be a Vice-President whose duties shall be to: 1) assist the President in each and all of his/her duties; 2) to assume all the duties of the President in his absence for whatever reason; and 3) organize a program for each of the Club meetings.

D. There shall be a Secretary who shall act as custodian of all aircraft and other property owned by the Club, who shall see that the aircraft owned by the Club are properly licensed, and who shall maintain the Corporation Not for Profit Charter as required by Article IX. The Secretary shall also keep the minutes of the meetings of the Club and the Board of Directors and shall publish the monthly meeting minutes. The Secretary shall publish a schedule of fixed costs, dues, additional costs and hourly fees.

E. There shall be a Treasurer who shall: 1) keep a record of the names, addresses and telephone numbers of all the members; 2) collect and properly record all dues, fees and payments received from the members; 3) open and maintain one or more bank accounts in the name of the Club; 4) pay all bills approved by the Board of Directors; 5) sign all checks of up to \$5,000.00 without a counter-signature; 6) sign all checks of over \$5,000.00 with the counter signature of one other officer; 7) provide a monthly audit of all Club funds; and 8) maintain and distribute a record of the names, addresses and telephone numbers, medical, Club annual and flight review dates of all of

the Club members. The Treasurer may appoint an assistant to assist in the collection of the flight time logbooks and preparation of the monthly bills to the members.

F. There shall be a Maintenance Officer who shall be responsible for: 1) overseeing the maintenance of the Club aircraft; 2) keeping the engine and aircraft logbooks up to date; 3) keeping Club aircraft properly inspected and keeping the membership informed of the status of each aircraft. The Maintenance Officer may appoint a crew chief for each of the Club aircraft to assist in the maintenance thereof.

G. There shall be a Safety Officer who shall be responsible for development and enforcement of the safety rules of the Club and who shall conduct a continuing safety program.

H. There shall be a Membership Chairman who shall: 1) keep a record of individuals who have applied for membership in the Club; 2) administer the: a) sale of shares of deceased, resigning or dismissed members to applicants for membership, and b) adoption of shares by applicants for associate membership; pursuant to the procedures set forth in the most recently adopted Club Policy and Procedure Manual; 3) develop and maintain an informational brochure regarding membership in the NFC; and 4) maintain a record of attendance of members at Club meetings.

I. The President shall appoint an Insurance Officer who shall see that all Club aircraft are covered by insurance as directed by the Board of Directors.

J. The affairs of the Club shall be managed by the Board of Directors. The Board of Directors shall consist of the elected and appointed officers of the Club and the last presiding President or the most recently active past President. The Board of Directors shall meet at such times and places as shall be designated by the President or a majority of the Board. A majority of the Board shall constitute a quorum. For the purpose of Board meetings only, each Director shall have one vote. Unless otherwise stated herein, a simple majority vote is required for Board approval of any proposal before it.



K. If an elected Club office is vacated for any reason, an election to fulfill the position and allow the remaining term to be served shall be held at the next regular Club meeting.

## ARTICLE VI

### VI. FLIGHT RULES

A. All Club aircraft shall be operated at all times in accordance with Federal Aviation Regulations governing the flight of aircraft.

B. No Club aircraft shall be flown by anyone except members of the Club and Club Approved Instructors.

C. No Club aircraft may be landed "off-airport" except in cases of emergency.

D. Specific flight rules shall be established and set forth in a Club Policy and Procedure Manual. Use of Club aircraft shall be in accordance with the flight rules set forth in the most recently adopted Club Policy and Procedure Manual.

E. For infractions of the rules set forth herein and in the Club Policy and Procedure Manual, a Club member may, consistent with the provisions of Article II, Section I, be prohibited from operating Club aircraft.

F. In the event that a member's pilot or student certificate is suspended or revoked by a government authority, that member shall be prohibited from operating or piloting any Club aircraft while the suspension or revocation is in effect.

G. A member's use of the aircraft shall be on the basis of a reservation system

maintained by the Club.

H. Any damage done to the Club aircraft while being used by a Club member shall be paid for by each member. Individual liability in these cases shall not exceed the uninsured amount of the cost of the damages.

I. A Certified Flight Instructor who is not a member of the Club may be authorized by the Club to give instruction in Club aircraft to Club members ("Club Approved Instructors"). The procedure for becoming a Club Approved Instructor shall be as set forth in the most recently adopted Club Policy and Procedure Manual. Club Approved Instructors must act in accordance with all Club By-Laws, policies, procedures and insurance requirements. The Club may, at any time, suspend, revoke or rescind the training privileges of any Club Approved Instructor for cause or convenience.

## ARTICLE VII

### VII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the parliamentary authority in all Club matters when not inconsistent with the By-Laws of the Club.

## ARTICLE VIII

### VIII. AMENDMENTS AND MOTIONS

A. Amendments to these By-Laws, any Club policy, rule, procedure or authority, or any part thereof, may be proposed at any meeting of the Club.

B. Any proposed amendments shall be submitted in writing, signed by the

member presenting the proposed amendment, must be read by the Secretary or other Club officer at one of the Club meetings and must be published in the minutes of the meeting at which they are read. No action may be taken upon the first reading, but may be voted upon at any subsequent meeting.

C. Notwithstanding any other requirement of this Article, a vote may be called by any member on the first reading of an oral or written motion regarding, affecting or proposing any Club policy or procedure.

## ARTICLE IX

### IX. INCORPORATION

The Club shall be incorporated under the laws of the State of Illinois as a Corporation not for Profit and it shall be the duty of the Corporate Secretary to see that the Charter is maintained in good standing at all times.