



GLENDALE

Flying Club

LOUISVILLE KY • SINCE 1961

**GLENDALE FLYING CLUB, INC.,
A KENTUCKY NONPROFIT CORPORATION**

BYLAWS

REVISED JULY 2007

Glendale Flying Club, Inc. - Bylaws

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1. MEMBERS AND INSTRUCTORS.

a. *Members.*

- i. The members of Glendale Flying Club, Inc. (the “Club”) own the Club’s aircraft though the Club (i.e., the Club owns the aircraft and the members own the Club). The Club is a nonprofit shared-ownership corporation, not a for-profit FBO, flying school or commercial operation.
- ii. Any person of good character and credibility, with a true interest in aviation, shall be eligible for membership upon submission of a membership application (with required documentation), recommendation of at least one (1) member in good standing and payment of the initiation fee.
- iii. Once a membership application is approved by the Board of Directors, that member shall pay his or her monthly dues and charges for flight time and abide by the Club’s Bylaws, Operating Procedures and other rules and regulations, all as adopted and revised from time to time.
- iv. An annual meeting of the members shall be held every September at a time and place designated by the Board of Directors. Notice of an annual meeting shall be given to the members at least ten (10) days in advance. At the annual meeting, members shall elect Officers and Directors for the Club by majority vote of those members in attendance or represented by proxy.
- v. Special meetings of the members shall be held at such time and place as designated by the President, the Board of Directors or by call of at least ten percent (10%) of the members in good standing. Notice shall be given by the Secretary no more than ten (10) days after a call for a special meeting. The notice shall set forth the time, date, location and purpose of the special meeting, and shall be given at least ten (10) days before the date of the special meeting.
- vi. Except as otherwise provided for herein, the vote of a majority of the members present in person or by proxy at any meeting of the members shall be required for the adoption of any motion or resolution upon which the members are to vote that is made and seconded. For all purposes at all meetings, each member shall have only one (1) vote for each motion or resolution made and seconded.
- vii. All meetings shall be called to order and presided over by the President, or in his or her absence the Vice President. Should neither the President nor Vice President be at the meeting, the Officer or Director designated by the President shall call the meeting to order and preside over the same.

- viii. Initiation fees, membership dues and fees related to flying time are not refundable, and such dues and fees, including any interest owed thereon, are governed more fully by the Club's Operating Procedures. Flight time shall be charged as indicated by the tachometers or Hobbs meters of Club aircraft.
- ix. If a member is suspended or terminated by the Board of Directors for any reason, such member shall lose all rights, title, claims and interests in the Club and Club property of whatever nature he or she may have. Such a member may appeal a suspension or termination at the next regular meeting of the Board of Directors, and the Board of Directors' decision shall be final and binding upon such a member.
- x. Any member may resign his or her membership from the Club by giving advanced written notice of the same to any Officer or Director. Such a resignation may only be effective as of the last day of a month, but shall not be effective until the member has paid all monies owed by him or her to the Club. If a former member seeks reinstatement within the initial twelve (12) month period following his or her resignation, reinstatement to the Club is possible if approved by the Board of Directors and if all dues for the period during which the former member was not a member of the Club (not exceeding the then current initiation fee) are paid, unless such dues are waived by the Board of Directors because of extraordinary circumstances. A former member wishing to be reinstated after twelve (12) months but not longer than twenty-four (24) months since his or her resignation may do so without financial penalty, provided the Board of Directors approves the reinstatement. A former member wishing to be reinstated after twenty-four (24) months since his or her resignation may do so provided he or she pays the then current initiation fee and the Board of Directors approves the reinstatement. Any former member who is later reinstated in the Club shall become familiar with the then current Bylaws and Operating Procedures, and shall commit to pay for all his or her monthly dues and flight time at the then current rates.

b. *Instructors.*

- i. The Club does not employ, contract with, approve, endorse, provide, schedule, pay, receive funds from or sanction any Federal Aviation Administration-approved certified flight instructors (individually each a "CFI" and collectively "CFIs") or ground instructors in their capacity as instructors. Therefore, a member providing a Club aircraft may receive instruction in such aircraft from any CFI he or she desires and personally provides **as long as that CFI is qualified as provided in Section II of the Club's Operating Procedures** and such CFI meets and follows all Federal

Aviation Administration rules and regulations pertaining to the proposed instruction. It is the responsibility of the member to ensure that any CFI he or she provides for his or her personal instruction is current, properly rated and qualified as provided in Section II of the Club's Operating Procedures.

- ii. It is the responsibility of the members using CFIs to personally provide, schedule and directly pay the CFIs for their time as the Club does not provide, schedule or pay CFIs or act as a conduit for funds flowing from members to CFIs. Additionally, the rates CFIs charge for their services are not set or influenced by, or in any manner shared with, the Club.
- iii. Members, even though receiving instruction from CFIs, shall follow the Club's Bylaws and Operating Procedures, and shall ensure that the Club's aircraft are operated and maintained in accordance with any policies or rules developed by the Board of Directors.
- iv. Members personally provide the aircraft for all check rides and instruction received in Club aircraft by such members.
- v. Unless a CFI is also a current member of the Club, he or she may not use or operate Club aircraft except to instruct current Club members. Even if a CFI is a Club member, instruction in Club aircraft may only be given to other current Club members.
- vi. **THE CLUB'S INSURANCE POLICY DOES NOT PROVIDE COVERAGE FOR A CFI (WHETHER A CLUB MEMBER OR NOT) GIVING FLIGHT INSTRUCTION IN A CLUB AIRCRAFT.**

2. DIRECTORS.

- a. All property and business of the Club shall be overseen and controlled by the Board of Directors.
- b. The Board of Directors shall be composed of the Club's members holding the standing Officer positions specified in Section 3(a)(i) below who are elected at the annual meeting of the members to serve for one (1) year terms or until their replacements are duly elected and qualified. The individuals seeking to be elected Directors shall be members in good standing of the Club. The President of the Club shall act as the Chairman of the Board of Directors.
- c. Regular meetings of the Board of Directors shall be held every month at the time and place set by the President.

- d. Special meetings of the Board of Directors may be called by the President or by any two (2) Directors. Notice of such special meeting shall be given by the Club's Secretary within ten (10) days of a call for a special meeting, and shall not be given to the other Directors less than two (2) days before the proposed date of such special meeting.
- e. For any regular or special meeting, a quorum of the Board of Directors shall be at least fifty-one percent (51%) of the total number of Directors.
- f. Except as otherwise provided for herein, a majority of the entire Board of Directors shall be required to conduct any business or veto any action by a Club Officer. The Board may adopt any motion or resolution, made and seconded, by majority vote or by unanimous written consent. For all purposes at all meetings, each Director shall have one (1) vote for every motion or resolution made and seconded. Any person serving in more than one Director capacity shall have only one (1) vote for every motion or resolution made and seconded.
- g. The Board of Directors can take any action by means of electronic and/or telephonic communications deemed appropriate and acceptable to the Board. A written summary of any such action taken shall be included in the Club's corporate records.
- h. For his or her services as a Director and unless otherwise determined by the Board of Directors, each Director shall serve without regular compensation or reward.
- i. The Board of Directors shall cause to be kept a complete and accurate record of all action taken.
- j. The Board of Directors shall have all power and authority necessary and legal to run the affairs of the Club, as well as, enforce the Bylaws, Operating Procedures and other rules and regulations, including the power of expulsion and suspension of members for violations of the same. By way of example but not by limitation, the Board of Directors shall be empowered to suspend or dismiss any member for:
 - i. failure to abide by the Federal Aviation Association rules and regulations applicable to the member and his or her use of Club aircraft and property;
 - ii. failure to abide by the Bylaws, Operating Procedures, Club insurance requirements or prerequisites, or other rules and regulations of the Club;
 - iii. failure to take reasonable and diligent steps to protect and preserve Club aircraft and property; or
 - iv. failure to pay dues and flying expenses when due.

- k. Any vacancy on the Board of Directors may be filled by a Club member appointed by the remaining Directors. Any Director who, in the opinion of the other Directors, fails to meet his or her responsibilities, may be removed from the Board of Directors by unanimous vote of the other Directors.
- l. All Directors shall be active participants in Club matters, and the President, as Chairman of the Board of Directors, can determine positions and areas of responsibility each Director should oversee.
- m. The Board of Directors shall maintain liability insurance on the Club's property to protect the Club and, to the extent reasonably possible the members, in limits reasonably available. New members should inquire and be informed of these limits and asked to consult his or her own insurance agent to address personal coverage matters. The Board of Directors may acquire any other insurance deemed beneficial.
- n. The Board of Directors shall strive to maintain an appropriate aircraft to member ratio based on the size of the membership and the aircraft usage.
- o. The Board of Directors shall determine the Club's initiation fee for new members, aircraft hourly usage rates, monthly membership dues and all other charges, fees and rates. The Board of Directors shall have the authority to require special assessments of the members for capital improvements, repairs or any other legitimate purpose.

3. **OFFICERS.**

- a. *General Duties and Responsibilities.*
 - i. The Club shall have the following standing Officers positions: President, Vice President, Secretary, Treasurer, Operations Officer, Membership Officer, Assistant Treasurer, Assistant Operations Officer and Assistant Membership Officer. Other assistant officers may be appointed as determined necessary by the Board of Directors, but they shall not be considered as holding standing Officer positions. All Officers shall be members in good standing of the Club and may hold more than one (1) office at any time; however, holding more than one office at any one time does not entitle a member to more than one (1) vote on any matter.
 - ii. All Officers shall be elected at the annual meeting of the members, and shall hold their offices for one (1) year or until their successors are duly elected and qualified.
 - iii. For his or her services as an Officer and unless otherwise determined by the Board of Directors, each Officer shall serve without regular compensation or reward.

- iv. A vacancy in any office shall be filled by the Board of Directors; provided however, should the office of President become vacant, the Board of Directors shall immediately appoint the Vice President to serve as President for the remainder of the term.
 - v. All standing Officers specified in Section 3(a)(i) above shall automatically be members of the Board of Directors.
 - vi. Any Officer who, in the opinion of the Board of Directors, fails to meet his or her responsibilities, may be removed as an Officer by unanimous vote (excluding such person).
- b. *Specific Duties and Responsibilities.*
- i. President. The President shall:
 - (1) be the chief executive officer of the Club, the Chairman of the Board of Directors, and shall preside at all meetings of the Club and its members;
 - (2) have the ability to call special meetings of the members and/or the Board of Directors;
 - (3) without the prior approval of the Board of Directors, negotiate and execute all documents, instruments, obligations, contracts, agreements, leases and certificates, and make routine and non-routine decisions and take routine and non-routine actions deemed by him or her to be necessary or desirable, for or on behalf of the Club;
 - (4) oversee and direct the daily operations of the Club, its Officers and Directors, and shall approve routine and non-routine expenditures; provided, however, for any non-routine expenditure over \$1,500.00, the President, prior to making or causing such non-routine expenditure to be made, shall obtain approval from the Board of Directors for such non-routine expenditure;
 - (5) keep the Board of Directors informed about all actions taken on behalf or for the benefit of the Club, and shall report on all Club matters to the Board of Directors at its monthly meeting;
 - (6) enforce the Bylaws, Operating Procedures, other rules and regulations and decisions of the Board of Directors;

- (7) appoint committees to execute any activity he or she deems necessary or desirable, subject to the Board of Directors' approval;
- (8) promote the Club through the web page, mailings, brochures and flyers;
- (9) act as the Club's liaison with other clubs, flying schools, fixed-base operators, the Regional Airport Authority and the Louisville Automated Flight Service Station and Flight Standards District Office;
- (10) work with the Membership Officer to volunteer the Club, its members and resources for various service and aviation-related projects (e.g., Wings Weekends, Young Eagles Program, etc.); and
- (11) act as the Club's liaison with vendors to prepare clothes, decals, etc. that promote the Club, and communicate the availability of the resulting products to the Board of Directors and the members.

ii. Vice President. The Vice President shall:

- (1) be the Vice Chairman of the Club's Board of Directors;
- (2) shall have all the powers, duties, rights and responsibilities of the President should the President be absent or disabled;
- (3) become the President of the Club immediately upon a vacancy in such office, and shall continue as President of the Club until the next annual meeting of the members or until his or her successor is duly elected and qualified
- (4) manage the Club's property (owned and leased), excluding the aircraft which are managed by the Operations Officer;
- (5) ensure repairs or replacements to support equipment (e.g., aircraft tow) and supplies are made on a timely and as needed basis, and report the same to the President and the Board of Directors;
- (6) research new aircraft, equipment and technology, and make recommendations to the Board of Directors concerning these matters and the direction the Club should pursue;
- (7) query the membership concerning its needs, desires and ideas for how to pay for upgrades or new equipment;

- (8) develop a detailed time line to implement and fund proposed projects;
- (9) assist and assume the responsibilities of other Officers and Directors as necessary or as directed by the President or Board of Directors; and
- (10) oversee such other matters as directed by the President and/or the Board of Directors.

iii. Secretary. The Secretary shall:

- (1) keep the minutes of all meetings of the members and/or the Board of Directors;
- (2) cause the giving of all notices provided for under the Bylaws, and shall keep an accurate record of all motions or resolutions of members and/or Directors, as well as, the number of members and/or Directors voting on all motions or resolutions;
- (3) keep all corporate records of the Club, and shall certify the same to third parties at the direction of the President or Board of Directors;
- (4) at the direction of the President or the Board of Directors, execute documents, instruments, contracts, obligations and certificates on behalf of the Club;
- (5) act as an advisor to the Board of Directors and offer a proper course of action in order to timely resolve any disputes that arise as to the proper interpretation, implementation or operation of the Articles of Incorporation, Bylaws, Operating Procedures or other rules and regulations as are then in effect;
- (6) prepare the Club's newsletter on at least a quarterly basis, and ensure an electronic copy is placed on the Club's web site;
- (7) ensure that copies of the most recent Club documents, as appropriate, are maintained on the web site (e.g., Bylaws, Operating Procedures, etc.);
- (8) coordinate efforts with the other Officers and Directors to ensure members are notified about important decisions, events and happenings of the Club on a timely and as needed basis;

- (9) review and be familiar with the Club's insurance policy, act as the Club's liaison and point-of-contact with the members concerning the Club's insurance coverage, and report potential problems or suggestions to the Board of Directors;
- (10) keep current about the types and amounts of insurance available to the Club and its members individually (e.g., non-owner insurance), and report these matters and any suggestions to the Board of Directors and the members;
- (11) noting the expiration date of the Club's insurance, begin the process of comparison shopping several months in advance of that expiration date;
- (12) obtain quotes and act as the Club's liaison with insurance companies and agents, and shall complete and submit all Club insurance applications;
- (13) request the latest member list from the Membership Officer and provide that list (along with other required information) to the necessary insurance companies at the appropriate times;
- (14) communicate with pilot organizations (i.e. AOPA, EAA, etc.) and other flying clubs concerning their insurance experiences, policies and advice;
- (15) handle any claims against the Club's insurance policy;
- (16) assist and assume the responsibilities of other Officers and Directors as necessary or as directed by the President or Board of Directors; and
- (17) oversee such other matters as directed by the President and/or the Board of Directors.

iv. Treasurer. The Treasurer shall:

- (1) receive and deposit all funds of the Club in a bank selected by the Board of Directors;
- (2) execute checks for all Club expenditures, in manner and form prescribed by the Board of Directors from time to time;

- (3) be responsible, and shall maintain accurate records, for all bank accounts, loans, credit cards, lines of credit, and similar matters related to the Club;
- (4) give a monthly report of all receipts, disbursements, accounts and debts then current at the regular meeting of the Board of Directors;
- (5) prepare the Club's budget and financial statements, and present them to the Board of Directors for approval;
- (6) timely prepare, file and remit all tax returns, documents and payments as required by federal, state and local law, like the Club's federal corporation tax return which is filed on Form 990 or Form 990-EZ and is due on May 15 of each year (the fifteenth day of the fifth month after the end of the corporation's tax year);
- (7) inform the President and Board of Directors of any delinquent member accounts, and pursue such delinquent accounts in the manner directed by the President or Board of Directors;
- (8) act as the Club's liaison with financial institutions and vendors concerning Club accounts;
- (9) oversee and supervise the Assistant Treasurer, and fill-in for such person as necessary, and shall coordinate a replacement for the Assistant Treasurer as necessary; and
- (10) at the discretion of the Board of Directors, be bonded in any amount deemed reasonable, but the premium shall be paid by the Club.

v. Operations Officer. The Operations Officer shall:

- (1) be responsible for the general flight operations and scheduling of the aircraft;
- (2) be responsible for maintaining all aircraft logbooks, and for ensuring all required papers and certificates be in the aircraft and that all maintenance and inspections be performed on the aircraft by properly certified individuals;
- (3) be responsible for compliance with all checks, inspections and airworthiness directives for the aircraft;

- (4) keep the Board of Directors apprised of all maintenance and upgrade needs of the aircraft, as well as, any member's abuse of Club aircraft;
- (5) address and report the status of each aircraft, as well as any deficiencies, to the Board of Directors no less than monthly;
- (6) act as the Club's liaison and point-of-contact with mechanics and repair or upgrade facilities;
- (7) oversee and supervise the aircraft Crew Chiefs, and fill-in for such persons as necessary;
- (8) make certain that the aircraft GPS databases are updated appropriately to ensure they remain current and approved for instrument approach use;
- (9) coordinate replacements for the Crew Chiefs as necessary; and
- (10) track and report to the Board of Directors the hours the aircraft are flown each month and year.

vi. Membership Officer. The Membership Officer shall:

- (1) for prospective members:
 - (i) act as the Club's liaison by answering questions, directing them to the web site, meeting them at the airport to show them the Club's aircraft and facilities and providing them with appropriate documents;
 - (b) present their application packets to the Board of Directors; and
 - (c) if applicable, maintain an accurate and current waiting list.
- (2) for new members:
 - (a) ensure they have Bylaws and Operating Procedures, that they have been entered in, and are familiar with the operation of, the Club's computer and time sheet systems (i.e. make sure they know to print their names legibly on the time sheets and record their time on both the computer and time sheets after every flight), that they have attended hangar orientation and received hangar and aircraft keys, and that they have a

thorough understanding of Club procedures for aircraft operations and cleaning, as well as, the use of support equipment (e.g., aircraft tow);

- (b) provide them, or ensure they are provided, with copies of the Club's membership list, and inform them who to contact with their questions (e.g., the Operations Officer or the appropriate Crew Chief if an aircraft has a maintenance problem, the Secretary for insurance questions, etc.); and
 - (c) make sure that copies of new members' application packets have been distributed to the appropriate Officers so that they can be included in the Club's official records and books, and retain copies of such packets him or herself.
- (3) for existing members:
- (a) maintain an accurate and up-to-date list of the Club's members and compare it at regular intervals with the lists maintained by the other Officers;
 - (b) review monthly the currency and medical status of the members, and communicate with those members whose currencies or medicals have already expired or are about to expire; and
 - (c) act as the Club's liaison with its members, and inform the Board of Directors of problems with, or concerns of, any members.
- (4) plan and coordinate the date, time, place, speakers, food, drinks and all other aspects of the Club's annual meeting;
- (5) plan and coordinate regular safety seminars, gatherings and events for the members and their families (e.g. dinner flights, skills competitions, plane washes, etc.);
- (6) schedule aircraft on the computer for events using the proper Club events identification number and password;
- (7) act as the Club's liaison with outside speakers and third parties for all events;

- (8) inform the members and Board of Directors of all events, as well as, safety seminars and meetings sponsored by third parties that may be of interest; and
- (9) review and compile the Aircraft Checkout Sheets completed by members during their initial checkouts, as well as, the Instructor Orientation and Check Ride Sheets completed by CFIs during their orientations and flight check rides, or such other documents or written examinations that in the future may replace those forms.

vii. Assistant Treasurer. The Assistant Treasurer shall:

- (1) report to, and be supervised by, the Club's Treasurer who will act as the single point-of-contact with the Club's President and Board of Directors;
- (2) direct and coordinate all billing questions with the Treasurer; and
- (3) fulfill the additional duties and responsibilities detailed on Exhibit A (Assistant Treasurer Job Duties), attached hereto, as such exhibit is modified from time to time by the President or Board of Directors.

viii. Assistant Operations Officer. The Assistant Operations Officer shall:

- (1) report to, and be supervised by, the Club's Operations Officer who will act as the single point-of-contact with the Club's President, Board of Directors and maintenance and upgrade facilities used by the Club, unless such responsibility is assigned by the Operations Officer to the Assistant Operations Officer on an individual or recurring basis;
- (2) report all maintenance and upgrade needs to, and coordinate them with, the Operations Officer; and
- (3) fulfill the additional duties and responsibilities detailed on Exhibit B (Assistant Operations Officer Job Duties), attached hereto, as such exhibit is modified from time to time by the President or Board of Directors.

ix. Assistant Membership Officer. The Assistant Membership Officer shall:

- (1) report to, and be supervised by, the Club's Membership Officer who will act as the single point-of-contact with the Club's President and Board of Directors ; and

- (2) fulfill those duties and responsibilities assigned from time to time by the Membership Officer on an individual or recurrent basis.

c. *Safety Board.*

- i. Upon the occurrence of any incident or accident involving Club aircraft or equipment, the President may appoint a Safety Board to investigate such incident or accident.
- ii. The Safety Board shall consist of the Operations Officer and at least three (3) other members of the Club who were not involved in the incident or accident.
- iii. The Safety Board shall take all necessary actions to investigate and ascertain the facts surrounding and the cause of such incident or accident. The members of the Club shall cooperate fully with the Safety Board during their investigation.
- iv. The Safety Board shall present to the Board of Directors within sixty (60) days of their appointment a written conclusion as to the facts, circumstances, probable cause and responsibility with respect to incident or accident. The Safety Board shall also present to the Board of Directors any recommendations which may be beneficial for the Club stemming from its investigations.
- v. After presentation of such written report, the Board of Directors shall notify all parties involved and offer them the opportunity to be heard.
- vi. After all hearings (or waivers or non-presentation of the parties involved), the Board of Directors shall decide the financial responsibility of the parties involved. Such decision shall be final.
- vii. The Board of Directors shall not fix financial responsibility for a member in excess of one-half ($\frac{1}{2}$) of any deductible for insurance carried by the Club for any one incident or accident; provided however, if the incident or accident resulted from an action or inaction which is not covered by the insurance policy or which causes such policy to become void, or if the Board of Directors decides in its sole discretion not to submit the claim to the Club's insurance company for coverage or that the member's actions or inactions were negligent or put others at risk, the responsible party shall be liable for the full damages.
- viii. All financial obligations imposed on any member shall be satisfied within thirty (30) days of the Board of Director's final decision.

4. **FUNDS AND SURPLUS.**

a. *Borrowing Authority.*

- i. In accordance with the laws governing nonprofit corporations organized in the Commonwealth of Kentucky, there shall be no capital stock of the Club.
- ii. The Club may borrow money from any lender in amounts and on terms approved by the Board of Directors.
- iii. The Club may pledge its the assets to any lender as security on terms approved by the Board of Directors.

b. *Savings or Surplus.*

- i. Any surplus of funds remaining after all expenses are paid shall be maintained by the Treasurer in accounts or investments established for the benefit of the Club, all as determined by the Board of Directors.
- ii. Capital or repair expenditures for each aircraft shall be approved by the Board of Directors. Prior approval shall not be required if any Officer or Director of the Club deems such action necessary of immediate attention.

c. *Dissolution and Club Assets.*

- i. In keeping with the nonprofit purpose of the Club, the members have decided that should the Club cease to exist for any reason any funds remaining after all debts and expenses are paid shall be distributed among charitable organizations selected by the Board of Directors.
- ii. In accordance with the applicable sections of the Internal Revenue Code of 1986 as amended, or its successor, no Club proceeds or net earnings shall inure to the benefit of a Club member and, therefore, there shall be no payments of dividends or distributions of any kind to a member.

5. **OPERATING PROCEDURES.**

- a. The Board of Directors shall adopt and distribute Operating Procedures to govern the daily activities of the Club and its members. All members shall be required to read and follow the Operating Procedures.
- b. Such Operating Procedures shall be enforced by the Board of Directors.

6. RESPONSIBILITIES.

- a. Nothing in the Bylaws, Operating Procedures or other rules and regulations of the Club shall relieve any Pilot-in-Command of Club aircraft (regardless of membership status with the Club) of his or her responsibilities under the Federal Aviation Regulations as the final authority for the airworthiness of an aircraft on any given day, before and during any given flight.
- b. All members shall be responsible for their own actions at all times.
- c. As aircraft owners through the Club, all members are expected to actively and consistently participate in the management and safe-keeping of the Club's aircraft. The Club is a nonprofit shared-ownership corporation and, as such, members seek to own and maintain high-quality equipment through a shared-cost structure (i.e., the members share in the maintenance, capital and acquisition costs of the aircraft). The Club is not a for-profit FBO, flying school or commercial operation.

7. AMENDMENTS AND MODIFICATIONS.

- a. The Club's Bylaws, Operating Procedures, and any other rules and regulations concerning the governance of Club affairs may be amended, modified, revised or restated by the Board of Directors at any regular or special meeting, or by unanimous written consent of the Directors.
- b. Should any waiver, amendment, modification, revision or restatement to the Club's Bylaws, Operating Procedures, or other rules and regulations concerning the governance of Club affairs be proposed, the affirmative vote of all of the then serving Directors, or the Directors' unanimous written consent, shall be required to adopt such proposal.

8. CONFLICT AND INTERPRETATION.

- a. Should any provision of the Bylaws conflict with the Club's Articles of Incorporation, as amended or restated, the Articles of Incorporation shall control.
- b. Should any provision of the Operating Procedures or other rules or regulations of the Club conflict with the Bylaws, as amended, modified, revised or restated, the Bylaws shall control.

EXHIBIT A (ASSISTANT TREASURER JOB DUTIES)

POST OFFICE BOX AND HANGAR MAILBOX (WEEKLY)

The Club's Post Office Box is number 7552 and is located in the St. Matthews Post Office Branch (Shelbyville Road Plaza, 4600 Shelbyville Road). There also is a USPS mailbox on the outside of the Club's hangar (2900 Moran Avenue). Check the P.O. Box and the hangar USPS mailbox at least once every week.

MAIL RECEIVED (WEEKLY)

Sort through any mail received and forward all bills that need to be paid to the Treasurer. Any official correspondence (e.g., leases from the Regional Airport Authority, insurance renewal forms, etc.) need to be immediately forwarded to the appropriate Officer (if in doubt, ask the Treasurer where to forward the correspondence).

PAYMENTS RECEIVED (WEEKLY)

After noting the members' names and the amounts of their checks, deposit all money received from the members in the Club's bank account. This information, including the amount of the deposit, must be shared with the Treasurer. The processing of electronic payments, including credit card payments, may be required and should be properly noted and communicated to the Treasurer.

GENERATE AND MAIL BILLS TO MEMBERS (FIRST WEEK OF EACH MONTH)

Time Sheets: Retrieve the time sheets from the binders in the Club's aircraft. Check the ending tachometer/Hobbs meter times for the last entries against what is recorded on the time sheets. In each binder, note the beginning tachometer/Hobbs meter time for the next month at the top of the next clean time sheet. Ensure the aircraft tail number is on the time sheet when it is removed from the aircraft for later reference.

Computer: Using deposit information and the time sheets retrieved from the aircraft, enter member payments for the month on the Club's billing computer system, as well as, any flight time that was recorded on the time sheets but not on the computer. Save the member bills file to a backup disk.

Print Bills: From your home or office, use the disk to open the member bills file (any word processing program can be used but some minor formatting may be necessary). Print or save at least one copy of the member bills. Alternative arrangements can be established with the Treasurer's prior permission.

Treasurer Copies: A copy of the member bills need to be provided to the Treasurer so that member payments and account balances can be maintained on the Club's

official books and financial records. Hard copies can be made of the printed member bills and then forwarded to the Treasurer, or, with the Treasurer's prior permission, the member bills file can be forwarded to the Treasurer via disk or electronic mail. Alternative arrangements can be established with the Treasurer's prior permission.

Send Bills: Stuff the member bills in individual envelopes and mail them, or, in the alternative, send one or more electronic copies to the members. Dunning e-mails may be required or desirable if electronic bills are sent to the members.

MISSING OR INCOMPLETE TIME ENTRIES (AS NEEDED)

Any flight time that does not have a corresponding member name should prompt an investigation to determine which member is responsible for the time in question. Cross-reference reservations on the computer and talk with the members who flew immediately before and after the incident to determine what information can be ascertained. Report these matters to the Treasurer so the proper member can be billed and, if necessary, disciplinary action can be taken.

Suspension and Cancellation of Flight Reservations

In consultation with the Treasurer and Membership Officer, suspend members and cancel pending flight reservations as appropriate for non or late payment.

EXHIBIT B (ASSISTANT OPERATIONS OFFICER JOB DUTIES)

COMPUTER, STATUS BOARD AND NOTIFICATIONS

Make sure the aircraft is blocked out on the computer for any down time associated with routine or special maintenance or upgrades. Indicate the status of the aircraft on the scheduling computer and notify members affected by such maintenance. When determining how long to block out an aircraft, ask the Operations Officer what the mechanic suggests.

FERRYING AIRCRAFT

If maintenance or upgrade work is to be performed on the aircraft away from Bowman Field, coordinate ferrying the aircraft to and from the shop as necessary at the request of the Operations Officer. Only Club members may ferry the aircraft. The Club does not currently charge members for flight time directly to and from shops away from Bowman Field for maintenance or upgrade flights, but make sure those ferrying the aircraft go directly to and from the shop. Record all such flight time on the time sheets and computer as maintenance or upgrade time.

LOG BOOKS AND PAPERWORK

Review the aircraft's log books and note on the computer the dates and tachometer/Hobbs times, as appropriate, of items such as last annual, last engine overhaul, last pitot-static, altimeter and transponder check, last emergency locator transmitter check, etc. so that required aircraft inspections are not missed. Make sure log books are ferried with the aircraft when taken to maintenance or upgrade shops, and that appropriate entries are made after all maintenance and upgrades are performed. Make sure the necessary FAA documents (i.e. weight and balance sheet, POH, airworthiness certificate, registration, etc.) are current and remain onboard the aircraft.

TIME SHEET BINDERS (AS NEEDED BUT CHECK OFTEN)

Make sure the time sheet binder is kept in the aircraft and that it has plenty of blank sheets for recording flights. Ensure that the standard 30 day VOR check sheets and the standard squawk sheets prepared by the Operations Officer are also maintained in the time sheet binder.

OIL CHANGES (EVERY 50 HOURS)

Note times on the computer for oil changes. Oil should be changed every 50 hours as indicated on the aircraft's tachometer or Hobbs meter. Generally, 40 weight oil (W 80 SAE 40) should be requested and used in the winter months and 50 weight oil (W 100 SAE 50) should be requested and used in the summer months. Unless a special situation exists, all Club aircraft should be using the same make, type and weight of oil at the same time. When approaching 10 hours before the new oil change, schedule the aircraft for an oil change. Oil changes may be performed in-house (discuss with Operations Officer), or they may be scheduled with the Club's regular mechanics. Once an oil change has been completed, note the time and type of oil in the computer and on the dry erase status

board in the hangar and make sure the appropriate make, type and weight of oil is in the aircraft's luggage compartment and hangar.

UNSCHEDULED MAINTENANCE

Besides the occasional tire or light, all Club maintenance will be performed by the Club's regular mechanics. Should the need arise and the Club's regular mechanics not be available, contact the Operations Officer to make other arrangements.

ANNUAL INSPECTIONS

Annual Inspections should be performed by the Club's regular mechanics unless other arrangements are made by the Operations Officer and should be scheduled so that, as much as possible, only one Club aircraft is down at any time if possible. Scheduling needs to be arranged well in advance so, as much as possible, the annuals are performed in the Winter months.

AVIONICS WORK

All avionics work and upgrades should be performed by the Club's regular avionics shop.

SUPPLIES (AS NEEDED BUT CHECK OFTEN)

Oil: Make sure that only the appropriate make, type and weight of oil is in the aircraft's luggage compartment and hangar, and keep different oil on the storage shelves in the hangar so it is not mistakenly used. Oil can be purchased at Apollo Oil.

Cleaning: Keep fresh rags and cleaning supplies in the aircraft's hangar. Wash cleaning rags as necessary. Water bottles for cleaning the aircraft should be full and kept in the hangar. Aviation-approved window cleaner needs to be provided for the members-use. Make sure only aviation-approved window cleaner is used and not something like ordinary glass window cleaner or ammonia that will eat through plexiglass.

Other: The Club has accounts with many vendors but will reimburse you for all supplies purchased for Club aircraft, hangars and property (save and submit your receipts). Inform the Club's Treasurer anytime you purchase something for the Club and a vendor charges it to our account.

WASHING AND DEGREASING AIRCRAFT (EVERY 2 MONTHS)

Try to schedule the aircraft to be washed and degreased at least every two months with approved cleaners. The Club will currently credit a member's personal account \$50 if that member washes and degreases the aircraft by himself or herself. If more than one member washes and degreases the aircraft, they will equally share the \$50 credit. The member(s) must submit a receipt for the work performed to the Assistant Treasurer and Treasurer. If someone other than you washes and degreases

the aircraft, make sure the work was properly performed and inform the Assistant Treasurer and Treasurer that the member(s) should receive the credit(s) and the amount of the credit(s). Members wishing to wash and degrease the aircraft must schedule and coordinate the cleaning. A similar \$50 credit will be given to a member for waxing an aircraft. Try to coordinate efforts with the Membership Officer to organize Club-sponsored aircraft washes (no member receives credit for participating in Club-sponsored aircraft washes). It is imperative that only aircraft-specific cleaning and waxing products be used, and equally as important that the members recognize that some Club planes can have certain products used on them that other Club planes cannot (i.e., metal airplanes use different products than composite airplanes).

VACUUMING AIRCRAFT (EVERY MONTH)

Use the Club's vacuum to clean out the interior of the aircraft every month. Remove any trash in the aircraft.

MAINTAIN AIRCRAFT HANGAR (AS NEEDED BUT CHECK OFTEN)

Help the Vice President remove trash from the garbage can and insert a new plastic bag. Trash can be disposed of in the Regional Airport Authority's orange garbage cans at the end of each row of t-hangars. Help keep the hangar neat and free of debris. Keep supplies stocked.