

BY-LAWS

SKYLINE SOARING CLUB

ARTICLE I – PURPOSE AND OPERATING PHILOSOPHY

- (a) To provide facilities and equipment on a non-profit basis for soaring.
- (b) To provide pilot training for soaring. Strong emphasis will be placed on training beyond the private glider rating to encourage continued growth and a source of instructors and tow pilots.
- (c) To have a wide range of membership types available so that soaring will be available to all interested parties.
- (d) All members shall be expected to contribute to the club in a way best suited to him/her. All members should work for the club when not flying. Members should especially consider that tow pilots and instructors are dues paying members and that they are donating their services. If a member is unsure of his/her responsibilities, he/she should confer with a director or officer.
- (e) The Board of Directors will normally conduct the day-to-day business of the club.
- (f) The club may maintain a clubhouse for multiple purposes and may provide overnight accommodations. Family and friends are encouraged to participate in social gatherings.
- (g) The club may sponsor soaring competitions, fly-ins, and other gatherings of interest to the soaring community.

ARTICLE II – OFFICES

The Office of the Corporation shall be located in the city and state designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE III – MEETING OF MEMBERS

Section 1 – Annual Meeting

The annual meeting of the members of the Club shall be called by the Board of Directors within three months after the close of the calendar year of the Corporation, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 2 – Special Meetings

Special Meetings of the members may be called at any time by the Board of Directors or by the President, and shall be called by the President or the Secretary, at the written request of 10% of the voting members or as otherwise required under the provisions of the Law of the State of Virginia.

Section 3 – Place of Meetings

All meetings of members shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notice of such meetings.

Section 4 – Notice of Meetings

- (a) Written notice of each meeting of members, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by mail, not less than ten or more than fifty days before the meeting, upon each member of record entitled to vote at such meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If mailed, such notice shall be directed to each such member at his/her address, as it appears on the records of the members of the Club.
- (b) Notice of any meeting need not be given to any person who may become a member of record after the mailing of such notice and prior to the meeting, or to any member who attends such a meeting, in person or by proxy, or to any member who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. A proxy maybe conferred by oral or written means.

Section 5 – Quorum

- (a) Except as otherwise provided herein, or by statute, or in the Articles of Incorporation, at all meetings of the Club, the presence of one-eighth of eligible voting members at the commencement of such meetings in person or by proxy shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any member after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.
- (b) Despite the absence of a quorum at the end of an annual or special meeting of members, the members, by a majority of the votes cast by the members entitled to vote thereon, may adjourn the meeting. Any meeting which begins with a quorum present may conduct business even though the quorum is lost during the meeting.

Section 6 – Voting

- (a) Except as otherwise provided by statute or by the Articles of Incorporation, any matter to be decided at a membership meeting, other than an election of directors to be taken by vote of the members, shall be authorized by a majority of votes cast at a meeting of members.
- (b) Except as otherwise provided by statute or by the Articles of Incorporation, at each meeting of club members, each member entitled to vote thereat, shall be entitled to one vote for each voting member.

ARTICLE IV – MEMBERSHIP

Section 1 – Membership Categories

- (a) Charter Member – A charter member is a full member who became a full member during the founding of the club and who made a refundable loan for initial capitalization of the club.

- (b) Full Member – A full member pays a non-refundable initiation fee and regular monthly dues. A full member has all membership privileges and responsibilities. Every candidate for full membership serves a one year probationary status (see IV.1(c) below) before becoming a full member.
- (c) Probationary Member – A probationary member pays one-half the initiation fee upon submitting their application for full membership, and pays full member dues during the year. A probationary member has all membership privileges except for voting and holding office. Upon acceptance as a full member by the Board, the other half of the initiation fee is due as a prerequisite to full membership status. Should a probationary member be denied full membership by the Board, the half initiation fee paid will be refunded.
- (d) Special Member – Qualifications, rights, duties, fees, and dues for special members are determined by the Board. Special members may not vote. The privileges and limitations of special memberships are defined in the Operations Manual.

Section 2 – Voting Members; Acceptance; Removal

Only the following categories of members may vote: Charter Member, Full Member.

Acceptance: All memberships except Probationary are subject to approval by the Board of Directors. Temporary approval may be granted by an officer or the Duty Officer. Glider-rated pilots must pass a flight check by the Senior Flight Instructor or his/her designated instructor. Pilots who are otherwise qualified, must receive a field check if they are not current at the operating airport. Pilots must have a logbook entry showing one of the above checks before being towed solo or as pilot in command. The Board may make exceptions at its own discretion.

Removal: A member may be removed from the club by a unanimous vote by the Board of Directors. Any outstanding refundable loan balance (not the initiation fee) will be repaid at the time of removal.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Number, Election, and Term of Office

- (a) The number of the Directors of the Club shall be six (6), unless and until otherwise determined by vote of a majority of the members. The number of Directors shall not be less than three.
- (b) Except as may otherwise be provided herein or in the articles of Incorporation, the members of the Board of Directors of the Club shall be elected by a majority of the votes cast at a meeting of club members.
- (c) Each Director shall be elected for a term of three years and until his successor is elected and qualified, or until his death, resignation or removal. Board membership is limited to six consecutive years
- (d) Notwithstanding the number of Directors defined above, the outgoing President shall serve a one-year term on the Board of Directors.

Section 2- Duties and Powers

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Club, and may exercise all powers of the Club, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to the club members.

Section 3 – Annual and Regular Meetings; Notice

- (a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the club members at the place of such annual meeting of club members. The Board shall inform the membership of all actions taken. The Board shall inform the membership of the purchase or sale of any vehicle or real estate prior to the purchase or sale of said vehicle or real estate.
- (b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.
- (c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken.
- (d) Members may attend Board meetings as observers, and may comment if called upon. However, closed executive sessions may be held to consider personnel or legal matters.

Section 4 – Special Meetings; Notice

- (a) Special Meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.
- (b) Notice of special meetings shall be mailed directly to each director, addressed to him at his residence or usual place of business, at least four (4) days before the day on which the meeting is to be held, or such notice shall be otherwise communicated to him at such place not later than the day before the day on which the meeting is to be held.

Section 5 – Chairperson

At all meetings of the Board of Directors, the Chairperson of the Board, if any and if present, shall preside. If there shall be no Chairperson, or he shall be absent, then the President shall preside, and in his absence, a Chairperson chosen by the Directors shall preside.

Section 6 – Quorum and Adjournments

- (a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

- (b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 7 – Manner of Acting

- (a) At all meetings of the Board of Directors, each director present shall have one vote.
- (b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

Section 8 – Vacancies

Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 9 – Resignation

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Removal

Any director may be removed with or without cause at any time by the members of the club, at a special meeting of the members called for that purpose, and may be removed for cause by action of the Board.

Section 11 – Committees

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE VI – OFFICERS

Section 1 – Number, Qualifications, Election and Term of Office

- (a) The officers of the club (Corporation) shall consist of a President, a Secretary, a Treasurer, and such other officers, as the Board of Directors may from time to time deem advisable. Any officer may be, but is not required to be, a director of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.

- (b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of club members.
- (c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 – Resignation

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Club (Corporation).

Section 3 – Removal

Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.

Section 4 – Vacancies

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

Section 5 – Duties of Officers

Officers of the Club (Corporation) shall, unless otherwise provided by the Board of Directors, each have such powers and duties as may be set forth in these by-laws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the Chief Executive officer of the Club (Corporation).

ARTICLE VII – OPERATION

A separate Schedule initiated by the Board of Directors and approved by a majority of the members at a regular membership meeting, as an addendum to the By-Laws, will describe the Operations.

ARTICLE VIII – FEES AND DUES

A separate Schedule initiated by the Board of Directors and approved by a majority of the members at a regular membership meeting, as an addendum to the By-Laws, will describe the Fees and Dues.

ARTICLE IX – AMENDMENTS

Section 1 – By Members of Club

All by-laws of the Club (Corporation) shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the members at the time entitled to vote in the election of directors, or at a special meeting.

Section 2 – By Directors

The Board of Directors shall have the power to make, adopt, alter, amend and repeal, from time to time, by-laws of the Club (Corporation); provided, however, that the members entitled to vote with respect hereto as in this Article IX above-provided may alter, amend or repeal by-laws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of members or of the Board of Directors, or to change any provisions of the by-laws with respect to the removal of directors or the filling of vacancies in the Board resulting from the removal by the members.

ARTICLE X – DISSOLUTION

By affirmative vote of majority of the voting members.

Funds or assets remaining after all obligations have been paid will be given to one of the following: (a) successor club, (b) the Members, in accordance with IRS regulations.

The undersigned certify the foregoing By-Laws have been adopted as the amended by-laws of the Club (Corporation), in accordance with the requirements of the Corporation Law of the Commonwealth of Virginia.

Dated: 2 January 2013.

Signed: << John Noss >>
President