

Williamson Flying Club



By-Laws

Effective March 14, 2024

**BYLAWS OF THE
WILLIAMSON FLYING CLUB, INC.**

**ARTICLE I
OBJECTS**

- Section 1 The bylaws contain the basic laws relating to regulation of internal affairs. They describe how the Williamson Flying Club functions and include the rules which require an approving vote by the active membership.
- Section 2 The purpose of this organization shall be to promote and encourage interest in aviation and all allied sciences for the benefit of members of the organization and to teach the members of the organization to fly and improve their flying ability.

**ARTICLE II
MEMBERSHIP**

- Section 1 Application shall be in writing on forms prescribed by the club.
- Applicant must be approved by and appear before the Board of Directors.
- Applicant must attend the regular meeting at which the members vote on his or her membership application, unless waived by two thirds of the membership at the meeting. A two-thirds favorable vote shall be required for membership. If the entrance fee is not paid within 90 days, the application will be canceled.
- Criminal background checks are to be run on all prospective members.
- Active members may be subject to special assessment, which must be approved by a majority vote at a general membership meeting, with a prior notification to each member of a special assessment vote.
- On a case-by-case basis, the Board may waive the dues of any active member who is attending an accredited post-secondary institution as a full-time student.
- On a case-by-case basis, the Board may waive the dues of any active member who is an active member of the military or National Guard/Reserve deployed on active duty.
- Instructor Employees: Instructors performing flight instruction in club aircraft must be employees of the club, hired at the direction of the Board of Directors. Instructors hired by the club can also be club active members per Article II Section 1. Instructors not members of the club have club insurance coverage only while acting as a club employee, and must provide their own "Aircraft Renters" insurance, equal in coverage to that provided by the club to active members, when flying club aircraft for personal use.
- On a case-by-case basis, the Board may waive the dues of any active member who is also employed as a either a full time or part time instructor by the club.
- The Board may waive or adjust the entrance fee for any person seeking membership.
- Section 2 The membership of the club shall be divided into four classes, viz, active, family, associate, and permanent membership.

ACTIVE MEMBERSHIP

Section 2A Any person fourteen (14) years of age or over may apply for active membership.

Applicants under twenty-one (21) years of age must submit in writing a release and consent guaranteeing the payment of all dues and other charges incurred prior to the age of 21 as a result of his membership in this organization, executed by one of their parents or guardians. The applicant together with at least one of his parents or his legal guardian must attend the membership meeting when the application is acted on.

FAMILY MEMBERSHIP

Section 2B The spouse and dependent children 14 to 21 years of age of any active member shall not be required to pay the entrance fee. However, anyone electing to take advantage of this class shall not have the privilege to vote or hold office. Dependent children upon reaching age twenty-one (21) shall be required to pay the entrance fee to continue their membership. Family members must provide supplemental "Aircraft Renters" insurance equal in coverage to that provided by the club to active members.

ASSOCIATE MEMBERSHIP

Section 2C Any person sixteen (16) years of age or over may apply in writing to the Board of Directors for associate membership. Applicants under the age of twenty-one (21) years of age must obtain a written release and consent from their parents. Associate members shall have the same privileges as active members except that they may not pilot club aircraft, vote, or hold office. Any active member in good standing may change to Associate Membership by notifying the Board of Directors. His active status may be reinstated by payment of a re-entrance fee.

Section 2D Reserved.

Section 2E Reserved.

PERMANENT MEMBERSHIP

Section 2F Permanent membership may be granted to an individual for exemplary service to the Williamson Flying Club or to the field of aviation.

Permanent members have the same status as active members, except dues and assessments are waived.

Permanent membership is granted or terminated by a unanimous vote by the Board of Directors. A list of permanent members shall appear in the Standing Rules and shall be updated as may be necessary.

MEMBERSHIP TERMINATION

- Section 3 Termination-nonpayment of dues. Any members three (3) months in arrears of monthly dues and or flying time charges, shall be notified in writing by the secretary at his last known address, and if said dues or flying time charges are not paid on or before ten (10) days from the date of said notification, said membership shall automatically terminate unless the Board of Directors by a majority vote extends such time for payment.
- Section 4 Members may be suspended or expelled from this club only upon showing of cause. Charges shall be based upon dishonesty, infraction of the FAA rules or conduct detrimental to the objects or interests of the club or in violation of its certificate of incorporation, bylaws, or rules and regulations. All charges must be made to the Board of Directors. If the Board of Directors by a three-quarters vote of the complete board deems that it is to the best interests of the organization the accused will be suspended or expelled. Any person whose membership in this club has been terminated by the Board of Directors shall be compensated for the credit balance in their account. If the accused is a board member s/he shall abstain from voting on his/her charges.

ARTICLE III
DUES AND FINANCES

- Section 1 Current amounts of the dues, assessments, and fees are stated in the standing rules.
- Section 2 Reserved.
- Section 3 The entrance fee shall be due and payable before flying or within ninety (90) days after the applicant has been advised that s/he has been accepted for membership.
- Section 4 All invoiced charges, except for hangar rent, are due and payable at the first regular monthly meeting of the month following the use/charge. A late fee may be charged if charges are not received by the last day of the month when due. The late fees will be stated in the standing rules. 30 days prior notice shall be required to be sent to each member via US Mail and other means approved by the Board of a vote on any proposed dues revision, which must be approved by a majority vote at a general membership meeting.
- Section 5 The hourly flying charge shall be based on the operational cost of the particular plane used and may include contributions towards aircraft reserve funds.
- Section 6 Club officials shall deposit all funds of the club in some bank to be named by the Board of Directors, and none of such money shall be withdrawn except upon draft or check signed by a duly authorized official.
- Section 7 Officials having charge or control of funds shall be covered by a fidelity/crime bond, the cost of bond to be borne by the club. The financial records of the club shall be presented annually to the general membership. The board may request an audit of club financial records.
- Section 8 The flying club shall purchase Director and Officers insurance to cover the members of the Board of Directors and Officers of the club. In the event that, in the opinion of the Board of Directors, the cost of the insurance exceeds the potential benefit, then the Board of Directors may, by motion, choose to suspend this coverage. The coverage limits and exclusion, and cost of this insurance policy is to be reviewed by the Board of Directors on an annual basis prior to renewal of an existing policy, or when any changes are made to the members of the Board of Directors, or Officers of the club, or annually in the event that there is no current policy in effect.
- Section 9 No officer, committee member, or a member of the organization or person shall contact or incur any debt in behalf of the organization, or in any way render it liable unless authorized by the Board of Directors.
- Section 10 The Williamson Flying Club, Inc. and its directors, officers, members, and employees, shall comply with all operating procedures established as terms of insurance coverage by the club's insurance carrier; such procedures and terms of insurance will be prominently displayed and readily available to all members and employees.

ARTICLE IV MEETINGS

- Section 1 The annual meeting of the club shall be held during the month of February at a time and place determined by the Board of Directors. At such annual meeting the annual elections shall be held. Notice of such meeting, signed by the secretary, shall be sent, by method(s) approved by the Board of Directors, to each member before the time appointed for the meeting. All notices shall set forth the place, date, time, and the purpose of the meeting.
- Section 2 The regular meetings of this club shall be held on the second Thursday of the month provided that in an emergency, or for good cause, the Board of Directors may change the regular meeting of any month to a different day of the same month or to a different hour of the regular day.
- Section 3 Special meetings of the club may be called by the Board of Directors at their discretion. Notice of any special meeting signed by the Secretary shall be sent via US Mail and other methods approved by the Board to each member to the last recorded address along with notice as to the nature of business to be transacted, at least 30 days in advance of the meeting. Special meetings shall be required for by-law changes, sale of aircraft, and WFC real property (Real Estate). Special meetings may be held in conjunction with regular meetings.
- Section 4 The presence of 10% of the members of the club entitled to vote shall be necessary to constitute a quorum for the transaction of business. The following exceptions apply: 10% of the members of the club entitled to vote shall be necessary to constitute a quorum for the sale or purchase of aircraft or Williamson Flying Club real property (real estate), 51% of the members of the club entitled to vote shall be necessary to constitute a quorum for dissolution.
- Section 5 Each active and permanent member shall be entitled to vote. While employed as an instructor, the active member does not have the right to vote on matters related to all employment.
- Section 6 No member shall be entitled to vote in proxy.
- Section 7 Meeting of the board. Regular meetings of the Board of Directors shall be held monthly. Special meetings of the Board of Directors may be called by the president, or upon the request of three members of the board. Prior notice shall be required for such a special meeting.
- Section 8 Quorum. The majority of the complete Board of Directors shall constitute a quorum (either in person, virtual, or telephone) for the transaction of business. If a quorum be not present, a lesser number may adjourn the meeting to a later date, not more than 10 days later. A majority vote of the complete Board of Directors shall be required for the transaction of business.
- Section 9 Annual Report. The Board of Directors shall present at the Annual Meeting of members a report verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:
- a) The assets and liabilities, including trust funds, of the Corporation as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting.
 - b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
 - c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period.
 - d) The expenses or disbursements of the Corporation for both general and restricted purposes, during said fiscal period.
 - e) The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period and a statement of the place where the names and places of residence of the current members may be found.

This report shall be filed with the records of this Corporation and a copy thereof entered in the minutes of the proceedings of the Annual Meeting of members.

Section 10 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 in each calendar year and end on December 31.

ARTICLE V
ORDER OF BUSINESS AT MEETINGS

Section 1 The order of business at meetings shall be as follows:

Members Only business section:

- a) Roll call and proof of notice of meeting or waiver of notice.
- b) Membership applications (Once applications are read, Prospective Members brought into business meeting to address membership, then excused to be voted on).
- c) Reading of minutes of last meeting.
- d) Reports of treasurer and committees.
- e) Projects
- f) At the annual meeting, the election of officers and members of the Board of Directors.

Open meeting:

- g) Airport
- h) Aircraft
- i) Instruction
- j) Old business.
- k) New business.

Section 2 Any question as to the priority of business shall be decided by the chair.

Section 3 Roberts Rules of Order, Revised, shall govern in all procedures not governed by these Bylaws.

ARTICLE VI
DIRECTORS

- Section 1 The affairs, business and concerns of the corporation shall be vested in a Board of Directors consisting of the four elected officers, the immediate past-president and three directors. One director shall be elected annually to serve for a term of three years. The immediate past-president's term shall be for one year, non-transferable. All directors shall hold office until their successors are duly elected and qualified. The past president shall have the privilege of the floor but shall not be a voting member of the board.
- Section 2 Duties of Directors. The Board of Directors shall have the power to hold meetings at such times and places as they think proper; to appoint committees on particular subjects; to audit bills and disburse the funds of the club; to print and circulate documents and publish articles; to carry on correspondence and communicate with other associations interested in aviation; to employ agents, and to devise and carry to execution such other measures as they may deem proper and expedient to promote the objects of the club and to protect the interests and welfare of the club members. The Board of Directors shall not make major decisions on its own regarding the change or sale of aircraft, or the sale of real property or the dissolution of the club without approval of the club membership entitled to vote per Article IV Section 4 which establishes the necessary quorum. These actions would also require a special meeting with proper notice.
- Section 2A Reserved.
- Section 3 The Board of Directors shall, without undue delay, hold a hearing for the purpose of gathering information, after every accident involving club property where damage exceeds \$50.00 or any personal injury. At the conclusion of the hearing, the board shall recommend what further action, if any, shall be taken:
- a) Members shall not be held financially responsible for damage to club property proved to be caused by structural or mechanical failure.
 - b) Reserved.
 - c) Members may be held financially responsible for all damage to club property in their care or control if in the opinion of the Board of Directors the damage is caused by the member's negligence, violation of the bylaws, standing rules or the Federal Air Regulations.
 - d) The method and terms of payment by a member for damages to club property shall be determined by the Board of Directors.
- Section 4 Absence. Should any member of the Board of Directors be absent from three consecutive meetings of the board without sending a communication to the president or the secretary stating his reason for so doing, and if his excuse should not be accepted by the members of the board, his seat on the board may be declared vacant and the board may forthwith proceed to fill the vacancy.
- Section 5 In the event that an elected member to the Board of Directors is elected to an office during his term as member of the Board of Directors, the seat of such elected member the Board of Directors shall be declared vacant.
- Section 6 Whenever any vacancy shall occur in the board by death, resignation, or otherwise, the same shall be filled without undue delay by a majority vote by ballot of the remaining members of the board. A member so chosen shall hold office until the next annual meeting.
- Section 7 When elected to fill a vacancy at an annual meeting, a director shall serve only during the unexpired term of his predecessor.

ARTICLE VII
OFFICERS

- Section 1 The officers of this club shall be president, vice-president, secretary and treasurer.
- Section 2 The officers shall be elected at the annual meeting of the club, to serve for one year, starting on the day after the annual meeting and continuing to the day of the subsequent annual meeting.
- Section 3 Every active member of this club for the past calendar year (February through January) who has attended at least 4 of the previous twelve meetings shall be eligible to hold office. No member shall hold the office of president for more than two consecutive terms. All other officers are eligible for re-election. A list of eligible members shall be provided to each member in January.
- Section 4 Method of election. At a regular meeting one month prior to the annual meeting, the nominating committee consisting of 3 voting members shall make a report on nominations for officers and directors. The Nominating committee shall vet people qualified to run for office according to the clubs by laws, and provide a list of eligible candidates for election to the membership. If no eligible candidates for a position are interested in running, the committee may approach eligible candidates to encourage them to run for those respective positions. The purpose of the committee is not to promote any candidate, but to supply the membership with the slate of members who are qualified for office. The nominating committee shall act as election officials and have the responsibility for counting ballots. Should a nominating committee member accept a nomination for office the member must resign the committee. Following the recommendation of the nominating committee, additional nominations from the floor must be made at this time. A majority of the votes cast at the annual meeting shall be necessary for election. In addition, anyone defeated for one office at the annual meeting may be re-nominated at the annual meeting for another office.
- Section 5 Duties of the officers. The duties and powers of the officers of the club shall be as follows:
- President. The president shall preside at the meetings of the club and of the board. S/he shall appoint committees. The president shall perform such other duties as are necessarily incident to the office of the president of the club.
- Vice President. In the case of the death or absence of the president or of the president's inability for any cause to act, the vice president shall perform the duties of his office.
- Secretary. It shall be the duty of the secretary to give notice of and attend all meetings of the club and the Board of Directors and to keep a record of their doings; to conduct correspondence and to carry into execution all votes, and resolutions not otherwise committed, to keep a list of the members of the association, to notify the officers and members of their appointments on committees, and to do such other duties as are incidental to the office of secretary.
- Treasurer. The treasurer shall collect fees and monthly dues. S/he shall keep an account all money received and expended for the use of the club and shall make disbursements only upon the direction of the Board of Directors. The treasurer shall deposit all sums received in the WFC bank accounts and shall make a report at the annual meeting and when called upon by the president. The funds, books, and vouchers in his hands shall at all times be under the supervision of the board and subject to its inspection and control.

ARTICLE VIII

COMMITTEES

- Section 1 The president shall be an ex officio member of all committees and as such shall have a committee vote and the privileges of membership therein.
- Section 2 There shall be 5 permanently standing committees to help the club conduct business.
1. Finance Committee: Responsible for assisting the club Treasurer, understanding his/her duties and acting as back up to the Treasurer.
 2. Building Committee: Responsible for upkeep and repair.
 3. Grounds Committee: Responsible for mowing and related equipment maintenance.
 4. Nominating Committee.
 5. Breakfast Committee.
- Section 3 Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the Board of Directors. Except where special authority is given by the Board of Directors such committees shall not take action until a report has been made and approved by the board. Members shall be appointed by the president for each committee.

ARTICLE IX

CURRENCY

- Section 1 All pilots must pass an oral and flight examination by a club instructor paralleling the FAA requirement when any of the following conditions arise:
- a) any new member whether a rating is held or not.
 - b) every 12 months, for each club member before s/he can fly club aircraft except when additional ratings have been acquired, or another type of check ride has been taken which has been approved by the Board of Directors, in which case, the date for the next check ride is (12) months from the date s/he acquired the rating or took the approved check ride.
 - c) a member wishes to fly an aircraft in which s/he has not been previously checked out.
- Section 2 All private pilots must successfully complete a check ride in a club airplane by a club instructor if they have not flown within the previous 90 days. Student pilots must complete a similar check ride if they have not flown within the previous 30 days.
- Section 3 Minor adjustments to these requirements may be approved by the Head Flight Instructor on an individual, case-by-case, basis as s/he deems prudent and appropriate.

ARTICLE X

STANDING RULES

- Section 1 The Standing Rules are related to the administrative details of the organization.
- Section 2 The Standing Rules may be adopted, revoked, or revised by a 2/3 vote of the Board of Directors.

ARTICLE XI
AMENDMENTS

Section 1 These bylaws may be amended at any special meeting, or regular meeting after special meeting notice is given, by proper notice for a special meeting, with proper quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been sent for a special meeting to each member a minimum of thirty days before such meeting. No amendments or addition to these bylaws can be made which is not in harmony with the club's certificate of incorporation.

ARTICLE XII
DISSOLUTION

Section 1 In the event of dissolution of the organization, the assets are to be equally divided among the active and permanent members.

Revision History

Date	Revised by	Approved by	Brief revision description
20240314	Membership	Membership	See general membership meeting minutes for March 14, 2024 for amendments to bylaw committee proposal approved by membership.
20240201	By-Law Committee	20240201	Article I Sections 1,2,3,4; Article III Section 2,4,5 Article IV Sections 1,3,4,5,8; Article VI Sections 1,2,2A,3; Article VII Sections 2,3,4; Article VIII Section 2, Article IX Section 3; Article XI Section 1; Revised history.
2021-Feb-11	BOD	Membership	Eliminate military and instructor membership; include elsewhere. Clarify insurance coverage needed from family and non-member instructors for personal use of club aircraft.
2018-Jun-01	Secretary	Secretary	Article II numbering correction. Formatting anomalies corrected throughout
2018-Jun-01	Secretary	Secretary	Revision History block added to end of document
2016-Jan-13			[Prior Revisions not recorded]