



## **BY-LAWS**

Revision 06  
October 2016

### **ARTICLE I**

#### **NAME AND LOCATION OF CORPORATION**

The name of the Corporation shall be WINGS FLYING CLUB, INC., and its duration shall be perpetual. The principal place of business of the Corporation in the State of Kentucky is Bowman Field, Louisville, Kentucky 40205.

### **ARTICLE II**

#### **PURPOSE**

The purpose of the Corporation shall be to further the advancement and improvement of aviation and aeronautical skills of its members through the more efficient use of resources available for such purposes, to provide its members with aircraft for their personal transportation and recreation and any other purpose or purposes permitted by law.

### **ARTICLE III**

#### **MEMBERSHIP**

**Section 1. ELIGIBILITY** The membership in the Corporation shall consist of its Board of Directors and such other persons interested in the purposes of the corporation who shall agree to abide by the Club rules and regulations and who may be elected to membership by the Board of Directors.

**Section 2. RESIGNATION OR REMOVAL** Any member may resign by submitting a written resignation either at a meeting of the membership or of the Board of Directors or by mailing to the Corporation at its principal office. Thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Except as otherwise required by law, any member may be removed from membership by a majority vote of the members cast at any annual meeting or at any special meeting of the members called for the purpose or by a majority vote of the Board of Directors at any regular or special meeting, for conduct deemed prejudicial to the Corporation.

**Section 3. AUXILIARY MEMBERS** By majority vote of a quorum of the members of the Board present at a meeting held in accordance with Article IV of these By-Laws, the Board may amend the Rules and Regulations to establish various classifications of Auxiliary Membership. Said Amendment to the Rules and Regulations must clearly define the purpose of each Auxiliary Classification so established and the parameters/rules under which Auxiliary Members are admitted to and function within the Club. However, Auxiliary Members cannot be elected to the Board of Directors nor be appointed as an Officer, nor be granted voting privileges or rights.

An Auxiliary Member may resign at any time without formal notice, and may be terminated without cause by the affirmative vote of three (3) board members.

An Auxiliary Member may become a Regular Member of the Club by fulfilling the requirements of the Rules and Regulations, paying the appropriate dues and fees, and by the affirmative vote of three members of the Board.

Any mention of the term "Member" or "Membership" herein shall be deemed to exclude Auxiliary Members unless specifically written to include said term.

## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

**Section 1. PLACE OF MEETINGS** Meetings of the membership shall be held at the principal office or place of business of the Corporation or at such other suitable place convenient to the membership as may be designated by the Board of Directors.

**Section 2. ANNUAL MEETINGS** The annual meetings of the Corporation shall be held on the first Thursday in June of each succeeding year, except that if such day is a legal holiday, then such meeting shall be held on the first following business day. At such annual meeting there shall be elected, by ballot of the members, a Board of Directors in accordance with the Requirements of Section 3 of Article V of these By-Laws. The members may also transact such other business of the Corporation as may properly come before them.

**Section 3. SPECIAL MEETINGS** Special meetings may be called by the President or shall be called by him as directed by a resolution adopted by the Board of Directors, or upon a written request signed by at least 25% of the members. The notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths of the members present, either in person or by proxy.

**Section 4. NOTICE OF MEETINGS** It shall be the duty of the Secretary to email a notice of each annual or special meeting except the first annual or organization meeting, if any, of the members, stating the purpose thereof as well as the time and place where it is to be held, to each member of record, at his email address as it appears on the membership book of the corporation, or if no such email address appears, at his last known place of email address, at least ten but not more than thirty-five days prior to such meeting. The mailing of a notice in the manner provided in this Section shall be considered notice served. A proxy statement shall be included in this notice.

**Section 5. QUORUM** Except as otherwise provided by Statute, the Articles of Incorporation, or these By-Laws, the presence at any meeting of the members, in person or by proxy, of a majority of the members entitled to vote shall constitute a quorum.

**Section 6. ADJOURNED MEETINGS** If any meeting of the membership cannot be organized because a quorum is not present, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

**Section 7. VOTING** At every meeting of the membership, each member present, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present, either in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by law, by the Articles of Incorporation, or by these By-Laws a different vote is required, in which case such express provision shall govern and control.

**Section 8. PROXIES** Voting by proxy shall be permitted at membership meetings. Every proxy shall be in writing signed by the member and dated, and shall specifically state the particular membership meeting to which it is applicable, but need not be sealed, witnessed, or acknowledged. Any proxy must be filed with the Secretary before the appointed time of each meeting.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**Section 1. NUMBER AND QUALIFICATIONS** The affairs of the Corporation shall be governed by a Board of Directors composed of five persons. The Directors shall be licensed pilots with a private or higher license.

**Section 2. GOVERNING POWERS** The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts and things as are not by law or by the Articles of Incorporation or by these By-Laws directed to be exercised and done by members. The Board of Directors shall specifically have the power to enact and adopt such rules and regulations as they shall deem necessary for the efficient operation of the Club. Such rules and regulations may be amended by the Board of Directors from time to time as they deem appropriate.

**Section 3. ELECTION AND TERM OF OFFICE** Directors shall be elected for a term of two years and shall hold office until their successors have been elected and qualified.

**Section 4. VACANCIES** Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by a vote of the majority of the remaining directors, even though they may constitute less than a quorum: and each person so elected shall be a Director until a successor is elected by the members at the next annual meeting.

**Section 5. REMOVAL OF DIRECTORS** At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the entire membership of record. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at this meeting.

**Section 6. COMPENSATION** No Compensation shall be paid to Directors for their services or for their services in any other capacity, or pursuant to any other contractual arrangement whatsoever, except as otherwise defined herein. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

**Section 7. ANNUAL MEETINGS** Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of election of officers and the consideration of any other business that may be properly brought before it shall be held immediately after the annual meeting of the members, at such place as the Board may from time to time determine, and no notice of such meeting shall be necessary.

**Section 8. REGULAR MEETINGS** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors, but at least four such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, e-mail, telephone, or telegraph, at least three (3) days prior to the day named for such meeting.

**Section 9. SPECIAL MEETINGS** Special meetings of the Board of Directors may be called by the President on three days' notice to each Director, given personally or by mail, e-mail, telephone or telegraph, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of at least three Directors.

**Section 10. WAIVER OF NOTICE** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meetings. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by the Directors and filed with the minutes of the Board.

**Section 11. QUORUM** At all meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, by Articles of Incorporation, or by these By- Laws. If, at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called (See Article IV, Section 6). At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

## **ARTICLE VI**

### **EXECUTIVE COMMITTEE**

**Section 1. DESIGNATION** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate three Directors to constitute an Executive Committee. The designation of such Executive Committee, and the delegation of the authority herein granted shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed on it ~~on~~ by law. No member of the Executive Committee shall continue to be a member thereof after he ceases to be a Director of the Corporation. The Board of Directors shall have the power at any time to change the number of members of the Committee (which shall never be less than three) to fill vacancies thereon, to change any member thereof, to change any functions, or to terminate the existence thereof.

**Section 2. POWERS** During the intervals between meetings of the Board of Directors, and subject to such limitations as may be provided by law, by these By-Laws, or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the Corporation. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors.

**Section 3. MEETINGS** Meetings of the Executive Committee may be held at such time and place as may be from time to time determined by the Executive Committee upon the giving of notice personally, or by mail, e-mail, telephone, or telegraph at least (2) two days prior to the date of the meeting. Attendance by a member of the Executive Committee at any meeting of the Committee shall be deemed waiver by him of nnotice of such meeting which shall be deemed to be the equivalent of the giving of such notice.

**Section 4. QUORUM** A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of the members present at such meeting at which a quorum is present shall be the act of the Executive Committee.

## **ARTICLE VII**

### **OFFICERS**

**Section 1. DESIGNATION** The principal Officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. No two Officers, except those of Secretary and Treasurer, may be the same person. The Directors may appoint an Assistant Secretary, an Assistant Treasurer, and such other Officers as in their judgment may be necessary.

**Section 2. ELECTION OF OFFICERS** The Officers of the Corporation shall be elected annually by the members at the annual meeting, and the officers shall serve a term of one year and until their successors are elected and shall qualified. Any vacancies occurring in the offices shall be filled by the Board of Directors, from time to time. The Board of Directors shall appoint such temporary or acting Officer as may be necessary during the temporary absence or disability of the regular Officers.

**Section 3. REMOVAL** Upon an affirmative vote of a majority of the members of the Board of Directors, any Officer any be removed, with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting called for such purpose.

**Section 4. PRESIDENT** The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of the membership and of the Board of Directors. He shall have all the general powers and duties which are usually vested in the Office of President of a corporation, including the power to appoint committees from time to time as in his discretion he may deem appropriate to assist in the conduct of the affairs of the Corporation.

**Section 5. VICE-PRESIDENT** There may be one or more Vice-Presidents, as the Board of Directors shall from time to time determine. In the absence or disability of the President, any of the Vice-Presidents, as designated by the President, shall perform the duties and exercise the powers of the President. The Vice-President shall also perform such other duties as shall be prescribed by the Board of Directors.

**Section 6. SECRETARY** The Secretary shall keep the minutes of all meetings of the Board of Directors, of the membership, and of the Executive Committee. He shall have custody of the seal of the Corporation, and of such other books and records of the Corporation as the Board of Directors may provide. He shall perform the duties and function customarily performed by the secretary of a corporation together with such other duties as the Board of Directors may prescribe.

**Section 7. TREASURER** The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.

**Section 8. SAFETY OFFICER** The Safety Officer shall be responsible for developing and implementing safety programs for the Corporation, writing safety articles for the monthly Newsletter, and conducting safety investigation of incidents and accidents. Additionally, the Safety Officer shall be responsible for developing and maintaining a data base of pertinent membership information including participation in the FAA's Wings Program. The Safety Officer shall provide the Treasurer with membership alerts or notices as to the status of appropriate certificates which will be mailed with the monthly bills.

**Section 9. CHIEF FLIGHT INSTRUCTOR** The Chief Flight Instructor shall be responsible for the development of appropriate curriculum for the training of Club members in the safe and efficient operation of each Club aircraft. The curriculum may consist of one or more hours of appropriate ground school, supplemented by video tapes, home work assignments, etc. The Chief Flight Instructor also shall develop standard curriculum for other instructors to use in the training of Club members in the use of Club aircraft. The Chief Flight Instructor also shall function as the Chief Check Pilot and shall be responsible for establishing appropriate in-flight training and proficiency standards applicable to each specific plane, and shall give the appropriate in-flight training to those members wishing to be checked out in a specific plane and to those members who hold a valid **CFI** or **CFII** license wishing to offer instructional services to membership.

**Section 10. FLIGHT INSTRUCTOR** In order to provide flight instruction in a specific Club aircraft, a CFI or CFII must first complete the appropriate Club ground school established for the specific aircraft, must meet the minimum flight hour requirements as set forth in the Club's insurance policy for that s specific aircraft, and must satisfactorily complete a check ride with the Club's Chief Flight Instructor. Once the Flight Instructor has met these requirements and any other requirements as set forth in the Rules and Regulations, the Instructor is authorized to offer his/her services to the Club membership, to conduct ground school, to provide advanced flight instruction, to provide primary training if the aircraft has been so designated as a primary trainer, and to provide flight training and check rides to members wishing to obtain a Club endorsement to act as pilot in command of that aircraft.

**Section 11. COMPENSATION** The President, Secretary and the Treasurer may be compensated at a rate of not less than an amount equal to the monthly dues and not more than a rate of three times the amount of the monthly dues per month each, to be used only for flying and/or dues. Dues for any Officers may be waived as voted by the Board of Directors.

## **ARTICLE VIII**

### **AMENDMENT**

**Section 1.** Except as otherwise required by law, these By-Laws may be amended at any regular meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten days prior to such meeting. Such amendment shall require an affirmative vote of a majority of the members of the Board of Directors present at a duly constituted meeting.

## **ARTICLE IX**

### **CORPORATE SEAL**

**Section 1.** The Board of Directors may provide a suitable corporate seal containing the name of the Corporation, which seal shall be in the custody of the Secretary. If so directed by the Board of Directors, a duplicate of the seal may be kept and used by the Treasurer or any Assistant Secretary or Assistant Treasurer.

## **ARTICLE X**

### **FISCAL MANAGEMENT**

**Section 1. FISCAL YEAR** The fiscal year of the Corporation shall begin the first day of May of every year, except that the first fiscal year of the Corporation shall begin the date of incorporation. The Commencement date of the fiscal year herein established shall be subject to change by the Board of Directors, with prior written approval of the Government.

**Section 2. BOOKS AND ACCOUNTS** Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

**Section 3. AUDITING AND REPORTS** At the close of each fiscal year, the President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and financial statement of the operations for the preceding fiscal year, which shall be submitted at the annual meeting of the members and filed with the Secretary of the Corporation.

**Section 4. FIDELITY BONDS** The Board of Directors may require that all Officers and employees of the Corporation, having custody or control of corporate funds, furnish adequate fidelity bonds. The premiums on such bonds shall be paid by the Corporation.

**Section 5. INDEMNITY** Each Officer, Director, or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being, or having been an Officer, Director, or employee of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his duty as Officer, Director, or employee.

## **ARTICLE XI**

### **CORPORATE ASSETS**

**Section 1. Corporate Assets** All regular members shall own an equal share of all corporate assets.

**Section 2. Maintenance of Corporate Assets** The Board of Directors shall be responsible for maintenance of all corporate assets. Maintenance cost of all aircraft shall come from and be included in the aircraft rental rate. Should there be insufficient funds to cover the cost of aircraft maintenance, the Board of Directors is authorized to assess all regular members the additional cost for maintenance.

**Section 3. Disposition of Corporate Assets** In the event the Club ceases operation, all corporate assets will be sold to pay all current debts. All monies remaining after all debts are paid shall be donated to charity.

**Warren Fritz**  
*President*

**Carey Hirtzel**  
*Vice-President*

**Charles Dunn**  
*Treasurer*