



BACK FORTY FLYING CLUB, INC.
BYLAWS
Adopted July 19, 2016

ARTICLE 1 - PURPOSE

- 1.01. (4/1/78) (7/23/00) The purpose of the Back Forty Flying Club, Inc., hereinafter called the "Club", shall be to promote and support aircraft and pilot safety and to provide for its members convenient means and equipment for private flying at the most economical rate.

ARTICLE 2 - MEETINGS

- 2.01. (4/1/78) The annual meeting of the members of the Club shall be held in May. At such annual meeting, the members shall elect the officers, each of whom shall also serve as a director. The remaining directors shall be then elected by the members.
- 2.02. (4/1/78) (1/24/12) The notice of the annual meeting of the members shall be conveyed via written or electronic means at least five (5) days before such annual meeting.
- 2.03. **(4/1/78) (07/19/16) Deleted**
- 2.04. (4/1/78) Special meetings of the members may be called by the President, by vote of a majority of the Board of Directors, or by written petition of at least three (3) members of the Board of Directors at any time. Upon receipt of such notice the secretary shall call such meeting within fifteen (15) days after such demand. Such special meetings shall require notice as set out in Section 2.02 and, in addition, the notice must state the purpose of such meeting in general terms.
- 2.05. (4/1/78) (1/1/95) (07/19/16) At any meeting of the members as provided herein a quorum to enable the members to conduct the Club's business reserved to them by the Articles of Incorporation hereof shall require the presence of 20 % of the total membership, or a minimum of five (5), which ever is greater, in good standing, on the date thereof as determined from the membership list of the Club. At any membership meeting provided for in these bylaws, each member in good standing shall have one (1) vote for each certificate of membership per the roster of the Club. A majority vote of the members present and constituting a quorum is necessary for the adoption of any resolution and for the election of any member to the Board of Directors.
- 2.06. (4/1/78) (1/1/95) The President presides over all meetings, or in the President's absence, the Vice President, or in the absence of both the President and the Vice President, the Secretary, or in the absence of the President, Vice President and the Secretary, the Treasurer, or in the absence of all of the aforementioned officers, no business may be transacted.
- 2.07. (08/26/08) At the discretion of the Board of Directors, electronic/multi-media/telephony systems may be used to conduct the business of the Club. Examples of such systems include but are not limited to email, teleconference and video conference equipment. All

meetings shall, in the aggregate, follow the rules pertaining to notification, quorums and balloting provided herein

ARTICLE 3 - OFFICERS AND DIRECTORS

- 3.01. (4/1/78) The Board of Directors shall consist of no less than five (5) members. The Directors shall be elected by the members pursuant to the provisions of Article 2 hereof. The executive officers of the Club shall consist of a President, a Vice President, a Secretary, a Treasurer and an Aircraft Maintenance Officer elected by the membership pursuant to Article 2.01 hereof.
- 3.02. (4/1/78) All officers and board members shall be elected at the annual meeting by ballot and shall hold office for twelve (12) months and/or until their successors are elected.
- 3.03. (4/1/78) The powers, business and property of the Club shall be exercised, conducted and controlled by the Board of Directors as outlined in these bylaws.
- 3.04. (4/1/78) If a Director and/or officer resigns or is disqualified during such term, such vacancy shall be filled by the remaining Directors by appointment of one or more persons from the Club membership. If three (3) or more vacancies occur at any one time they shall be filled by vote of the members at a regular or special meeting called for that purpose.
- 3.05. (4/1/78) (07/19/16) Deleted.
- 3.08. (4/1/78) (1/24/12) (07/19/16) A simple majority of the Board of Directors shall constitute a quorum at board meetings to pass any resolution or authorize any act of the Club within the authority of the Board.
- 3.06. (4/1/78) (07/19/16) Deleted.
- 3.07. (4/1/78) The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings and to present a full statement at the regular meetings of the members, showing in detail the condition of the affairs of the Club, and all actions taken by the Board of Directors.
- 3.08. (4/1/78) The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform or cause to be done and performed, including but not limited to, dues and rates on use of aircraft.

ARTICLE 4 - PRESIDENT

- 4.01. (4/1/78) The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings of the Board of Directors of the Club. The President may call any special meeting of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board of Directors or members.
- 4.02. (4/1/78) (1/1/95) The President shall be responsible to the members, through the Board of Directors, for the operation of the Club. The President shall make decisions and enforce the Club Operating Rules, regarding suitability of all equipment and the qualifications of all members for every type of flight operation. The President shall recommend for approval by the Board of Directors the Club operating rules. The

President shall report all known violations of such rules by any members of the Club at the next regularly scheduled meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose.

(4/1/78) (06/25/06) (10/06/09) The Club shall have a standing Membership. The President shall create such other committees and appoint chairpersons to such standing and other necessary committees (Such as auditing, nominating), as needed with the approval of the Board of Directors for the proper operation of the Club.

ARTICLE 5 - VICE-PRESIDENT

5.01. (4/1/78) The Vice President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President. The Vice President shall also perform such duties connected with the operation of the Club as may be undertaken at the direction of the President.

ARTICLE 6 - SECRETARY

6.01. (4/1/78) The Secretary shall keep the minutes of all proceedings of the meetings of the members and the Board of Directors in books provided for the purpose. The Secretary shall attend to the giving and serving of required notices of all of the members and of the Board of Directors. The Secretary shall keep a membership roster, showing the name of each member of the Club, the book of bylaws, the Club seal, and such other books and papers as the Board of Directors may direct. The Secretary shall execute with the President, in the name of the Club, all certificates of membership, contracts, and instruments which have first been approved by the Board of Directors or members. In the absence or disability of the Treasurer, and under the direction of the President, the Secretary shall execute, in the name of the Club, checks for expenditures authorized by the Board of Directors or members.

6.02. (4/1/78) (1/24/12) The Secretary shall perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors and members. The Secretary shall also perform such duties connected with the operation of the Club as may be undertaken at the request of the President. The Secretary shall be responsible for all correspondence of a general nature, including the publication of a monthly newsletter to the membership, an errata sheet for bylaws or Club Operating Rule changes, and shall see that the current bylaws and Club Operating Rules be posted on the Club web site.

ARTICLE 7 - TREASURER

7.01. (4/1/78) The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors or members, including, but not limited to, executing in the name of the Club all checks for the expenditures authorized by the Board of Directors or members. The Treasurer shall receive and deposit all funds of the Club in the bank selected by the Board of Directors. The Treasurer shall also account for all receipts, disbursements, and balance on hand. The Treasurer shall also perform such duties connected with the operation of the Club as may be undertaken at the request of the President. The Treasurer shall annually submit his records for audit to the auditing committee, including but not limited to:

- A. all receipts (paid invoices)
- B. members' billing information
- C. canceled checks

- D. bank statements
- E. checkbook
- F. books of account
- G. journals, ledgers and memoranda
- H. cash on hand

- 7.02. (4/1/78) The Treasurer is responsible for maintaining in force insurance policies as approved by the Board of Directors. It shall be the Treasurer's responsibility to have made ready all necessary tax returns and registration reports and to have them filed by the proper dates.
- 7.03. (4/1/78) The Treasurer shall, as part of his monthly report to the Board of Directors, state total Club non-revenue time in each Club aircraft.

ARTICLE 8 - AIRCRAFT MAINTENANCE OFFICER

- 8.01. (4/1/78) The Aircraft Maintenance Officer shall be responsible for maintaining current information in the log book of Club aircraft and shall be responsible for maintaining Club aircraft in proper operating condition by or under the supervision of a properly certificated aircraft and engine mechanic, and for obtaining all checks, inspections, overhauls, and for compliance with all service bulletins and federal regulations for Club aircraft.
- 8.02. (4/1/78) The Aircraft Maintenance Officer shall inspect monthly to insure that all papers required to be carried in Club aircraft are there and for the execution of all papers required upon the completion of inspections and major repairs.
- 8.03. (4/1/78) The Aircraft Maintenance Officer may, upon approval of the Board of Directors, appoint Assistant Maintenance Officer(s).

ARTICLE 9 – (06/25/06) (Moved to Safety Board 10/06/09 / covered by 10.02) FLIGHT OPERATIONS COMMITTEE

ARTICLE 10 – SAFETY BOARD

- 10.01. (4/1/78) (10/06/09) The President shall appoint annually a Safety Board, consisting of one to three members as required. One (1) of the members of the Safety Board shall be designated as Safety Officer.
- 10.02. (4/1/78) (1/1/95) (6/6/05) (10/06/09) The Safety Officer shall be responsible for the duties outlined by the president.

A-G. (06/25/06) (07/19/16) Deleted.

- 10.03. (4/1/78) (1/1/95) In case of an accident involving a Club aircraft, the Safety Board shall take all steps necessary to ascertain the facts, conditions, and circumstances of the accident and shall make known to the Board of Directors and to Club members involved in the accident its findings in the form of a written report. If any member of such board be personally involved in such accident, the member shall be disqualified and the President shall appoint a substitute.
- 10.04. (4/1/78) The Board of Directors, upon receipt of the findings of the Safety Board, shall offer to all parties involved in the accident the opportunity of a hearing. After the hearing,

or if such hearing is waived by all the parties involved in the accident, the Board of Directors shall decide the financial responsibility. The decision of the Board of Directors shall be final.

- 10.05. (4/1/78) The Board of Directors shall not impose financial responsibility on any one member if the damage is a direct result of mechanical malfunction. The Board of Directors may impose financial responsibility should a member be found in violation of Federal Air Regulations or Club Operating Rules as hereinafter stated in the Club Operating Rules. Then the member responsible for the damage shall be liable for the full amount not covered by insurance. Recommendation of the Board shall be approved by the recorded vote of a majority of the Club members present and voting at a regular or special meeting called for such purpose.
- 10.06. (4/1/78) All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within thirty (30) days of written notice. If not satisfied within allotted time, the Board of Directors shall make all necessary efforts to recover said loss.

ARTICLE 11 - MEMBERSHIP

- 11.01. (4/1/78) The total membership of the Club shall be determined by vote of the members. Such total membership may be changed from time to time by a majority vote of the members present and entitled to vote at any meeting which qualifies under the provisions of these bylaws.
- 11.02. (4/1/78) (01/08/13) New members can be admitted to the Club only after:
- A. Written application, with check attached for the initiation fee plus one (1) month's dues, and refundable deposit as provided by 11.04. and
 - B. The applicant has been interviewed and investigated by the membership committee. The membership committee shall report their findings to the Board of Directors, and
 - C. Said application has been approved by the Board of Directors.
- 11.03. (4/1/78) (6/6/05) As a condition for acceptance of membership, the prospective member agrees to be legally obligated to pay when due all incurred flight time and monthly dues as set from time to time, pursuant to these bylaws.
- A. A member may be involuntarily terminated by the Club pursuant to these bylaws in which case the calculation described in (C) and (D) shall also apply.
 - B. A member may voluntarily terminate the obligation for monthly dues only upon written notice to the Board of Directors at least five (5) days prior to a regular monthly meeting of the membership generally held on the first Monday of each month, upon which date such termination shall be effective.
 - C. Upon such timely notice as in (B) above, the Treasurer shall calculate the amount of money, if any, owed to the Club in incurred flying time, monthly dues, or other obligations and shall deduct such amounts from the member's refundable deposit remitting the balance to the resigning or terminated member within fifteen (15) days of the effective date of termination. If the Board of Directors declares a financial emergency, then the fifteen day period becomes one year or until the Board of Directors declares the end of the financial emergency, whichever is shorter. Payments thirty-one (31) days or more after the effective date of termination shall include simple interest on the balance at 5% per annum starting with the 31st day after the effective date of termination.
 - D. If such calculation in (C) above results in a negative balance, the Treasurer shall so advise the member by statement which must be paid within fifteen (15) days of the date of such statement.

- 11.04. (4/1/78) (1/1/95) (10/06/09) (01/08/13) A person duly elected by the Board of Directors to this Club as herein before stated shall be deemed a member upon payment of an initiation fee in an amount stated in the Club Operating Rules, and an amount deemed a refundable deposit (the amount is refundable to the member at the time of membership termination, subject to the satisfaction of all existing financial obligations for which the member is responsible). Each member shall be assessed monthly dues as stated in the Club Operating Rules, said dues to be payable one (1) month in advance, due on the first Monday of each month. The initiation fee and refundable deposit amount may be changed at any time by the Board of Directors.
- 11.05. (4/1/78) (1/1/95) Upon admission of Club membership, each new member shall receive a notification of membership on a form approved by the Board of Directors, keys to each aircraft, hanger key, membership roster, Club bylaws, and Club Operating Rules.
- 11.06. (4/1/78) (1/1/95) (01/08/13) (07/19/16) Upon admission of Club membership, each new member shall receive keys to each aircraft, hanger key and instructions where to download a personal copy of the Club bylaws and Club Operating Rules from the Club web site.
- 11.07. (4/1/78) Any member who has failed to pay dues or any sum owed the Club within one (1) month after said sums shall be due, shall be considered a delinquent member and shall be automatically prohibited from flying any Club aircraft. When a delinquent member fails to pay dues, to pay any sum owed to the Club, or to make appropriate arrangements with the Board of Directors for the payment thereof within sixty (60) days of the due date, the member shall automatically be considered as indicating intention to withdraw and is subject to membership termination by recommendation of the Board of Directors and action of the membership. The Treasurer shall notify the delinquent and the Board of Directors in writing at least ten (10) days before such final due date.
- 11.08. (4/1/78) A member may be placed on suspended status by a majority vote of the Board of Directors. Suspended status is defined as forfeiting any and all rights and privileges of membership. The Secretary shall deposit in the mail, certified, return receipt requested, a notice of such suspension to the member within 48 hours. Action shall be taken on the suspended member within 45 days at a regular membership meeting, or a special membership meeting called for that purpose. In either case, ten (10) days' notice shall be given to all members of the pending action. Two-thirds (2/3) affirmative vote of the members present shall be required to take any action regarding the suspended member. The suspended member shall have the right to be heard either in person and/or by counsel prior to the vote. Failure of a two-thirds (2/3) affirmative vote shall warrant immediate removal of suspended status. The membership shall take such action as is deemed appropriate, including but not limited to expulsion from the Club. Two-thirds (2/3) affirmative vote of the members present shall be required to expel a member.
- 11.09. (4/1/78) (10/06/09) If a member, for some reasons such as being moved by his work, sickness, or any other legitimate reason not within the member's control, wants to request inactive membership status, he first must contact one of the officers of the Club and explain the member's intentions in writing. If the inactive membership status is approved by the board of directors, the member's active place in the Club may be filled by a new member. If the inactive member's status changes and the member wishes to become active again, the member must wait until an opening exists in the Club, at which time the member's application will be given priority over those of any new prospective member making application. Dues for an inactive member shall be determined by the Board of Directors. Failure to pay annual inactive status dues by February 1 shall result in loss of Club membership and priority rights for reactivation. An inactive member may attend meetings and receive the Club newsletter, but may not fly Club aircraft or vote. Dues payments shall be governed by Article 11.07.

- 11.10. (4/1/78) Honorary membership may be bestowed on individuals by a 75% affirmative vote of the members in attendance at a regular meeting. An Honorary member pays no dues, and may not fly Club aircraft except in the capacity of a licensed instructor instructing a Club member. He may attend regular meetings, but without voting privileges. He may receive the Club newsletter after payment of its cost as determined by the Treasurer.

ARTICLE 12 - SURPLUS

- 12.01. (4/1/78) The net savings or surplus remaining after all operating costs and other expense have been paid shall remain in the Club's treasury for the purchase of new equipment, for contingencies or for the purpose of reducing the hourly rates for flying as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their individual use.

ARTICLE 13 - AMENDMENTS TO BYLAWS

- 13.01. (4/1/78) These bylaws may be repealed or amended or new bylaws adopted at any meeting of the members called for that purpose or at any regular meeting of the members by a two-thirds (2/3) majority vote of such members present and eligible to vote thereon.

ARTICLE 14 - CLUB OPERATING RULES

- 14.01. (4/1/78) (06/25/06) The Board of Directors of the Club shall be responsible for the promulgation and enforcement of the Club Operating Rules which shall govern and regulate the conduct of the members of the Club, and shall include but not be limited to the use, operation, and care of Club equipment and property, and necessary cost of operating Club aircraft. Such Club Operating Rules may be rescinded, amended or supplemented from time to time by the Board of Directors subject to the provisions of 3.09 of these bylaws.

Article 15 – CONFLICT OF INTEREST

- 15.0 When the personal or professional concerns of a board member affects his or her ability to put the welfare of the club before personal benefit, a conflict of interest exists. This potential may only appear to exist, or may be a real conflict. In either case, board service in the Back Forty Flying Club carries with it important ethical obligations and a legal responsibility to assure the prudent management of the club's resources.

15.1 FULL DISCLOSURE

- A. Board members in decision-making roles shall make known their connections with groups or individuals doing business with the club or of any situation that may impair his/her ability to conduct business solely on behalf of the club.
- B. This information shall be reported annually after the election of officers, as new board members are appointed, or as a potential conflict arises.

15.2 ABSTENTION FROM DISCUSSION AND VOTING

- A. Board members who have an actual or potential conflict of interest may still participate in discussions and voting on related club matters only after the following conditions have been met:

1. Full disclosure to the board of directors regarding circumstances related to the conflict or potential conflict.
 2. Consensus by the board of directors that said conflict or potential conflict does not impair that board members ability to act in a fair and reasonable manner on behalf of the club.
 3. Documentation of the matter clearly defined in the meeting minutes.
- B. The absences of any one of the described conditions in 15.2.A. prohibits the board member in question from participating in discussion or voting on any matters related to the actual or potential conflict.

15.3 LENGTH OF AGREEMENT

- A. Each board or staff member shall agree, upon taking office, to uphold this policy for the duration of his or her term.

15.4 REVIEW

- A. This Conflict Of Interest Policy shall be reviewed regularly as part of the board's self-assessment.