

BY-LAWS  
of  
CENTRAL CALIFORNIA SOARING CLUB, INC.

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

**Section 1. Name**

The name of this Corporation shall be CENTRAL CALIFORNIA SOARING CLUB, INC.

**Section 2. Principal Office**

The principal office for the transaction of the business of the Corporation is hereby fixed at 600 La Neva Blvd, in the City of Avenal and County of Kings, California.

**ARTICLE II**  
**PURPOSE**

**Section 1. Primary Purpose**

The primary purpose of this Corporation shall be to provide flying and ground support facilities for its members on a non-profit basis and to encourage their training and progression through the Soaring Society of America badge achievement program by making available ground and flight instruction in sailplanes and gliders.

**Section 2. Secondary Purpose**

It shall also be the aim of this Corporation to promote gliding and soaring locally, nationally and internationally.

**ARTICLE III**  
**AFFILIATION**

**Section 1.**

This Corporation shall be affiliated with the Soaring Society of America, Inc. Each individual member will be required to join the Soaring Society of America, Inc. The Treasurer will then add the SSA dues to the monthly billing of the members in order to renew the entire membership with a single payment to the SSA.

## **ARTICLE IV**

### **MEMBERSHIP**

#### **Section 1.**

Membership in the Corporation shall consist of three classes: Active members, Associate Members and Inactive Members.

Corporation equipment shall not be flown by any person not a qualified member of the Corporation in good standing. No officer, Board of Directors or Corporation member is authorized to permit any non-member to fly, instruct in, receive instruction in or otherwise use Corporation equipment.

Non-members may ride as passengers in Corporation equipment being piloted by a qualified, licensed member in good standing. This privilege does not include instruction or check-rides for non-members.

#### **Section 2. New Members**

New members, either Active or Associate, may be admitted to the Corporation upon the affirmative vote of a majority of the Board of Directors.

#### **Section 3. Active Members**

An Active Member shall be entitled to participate in all Corporation activities, be elected to office, vote on officers and to utilize all Corporation equipment, subject to such rules and regulations provided in the Corporation by-laws and handbook. A person duly elected to the Corporation shall be deemed an Active Member upon payment of the initial fee as prescribed in the handbook and upon signing a waiver of claim against the Corporation.

Full Membership in the Corporation shall be a family membership that allows any dependent member of the immediate family to have the privilege of using any of the Corporation's equipment which he is legally qualified and club approved to fly.

Limited Membership in the Corporation allows a member that wishes to use Corporation facilities and uses his own glider, sailplane or power plane will be considered an Active Member excepting that he shall not be entitled to use any flying equipment owned or operated by the Corporation.

A member of the Central California Soaring Club Airport Investment Corporation, who is not a Full Member, is considered a Limited Member and will not be charged any fees by the CCSC.

Scholastic Membership will be offered to full time High School and College students enrolled in a state certified school. Scholastic members will be entitled to utilize all Corporation equipment but will not be allowed to participate in Corporation activities, be elected to office or vote on officers.

#### Section 4. Associate Members

An Associate Member (Contest participants, etc) shall be entitled to participate in all Corporation activities excepting that he shall not hold office, vote, nor be entitled to solo any flying equipment owned or operated by the Corporation. A person duly elected to the Corporation shall be deemed an Associate Member upon payment of the initial fee as prescribed in the handbook and upon signing a waiver of claim against the Corporation.

#### Section 5. Inactive Members

Members wishing to be placed on inactive status are required to submit their request in writing to the President or Secretary. Members that elect to go on inactive status must be current with all dues and aircraft fees and must remain inactive for a minimum of six (6) months. If a member wishes to return to active status within the 6 month period he must pay the past dues that would have been owed if he had remained on active status.

#### Section 6. Minor Members

A minor must have the written consent of his parents or guardian to be elected to Active or Associate membership in the Corporation, and the parents or guardian and the minor must sign the waiver of claim against the Corporation before flying in Corporation equipment.

#### Section 7.

A member of the Corporation wishing to withdraw his membership may do so at any time. This withdrawal must be in writing to the President or Secretary. All bills for dues and flying must be current at withdrawal time. The member may be reinstated to membership without additional "initiation fee" provided his bills were paid in full at the time of withdrawal. This re-admission policy can only be used once by any member. Any further re-admission will be at the discretion of the Board of Directors.

#### Section 8.

The Board of Directors may establish a procedure whereby a visitor from another soaring club, for a fee, could be given short term privileges. These procedures will be outlined in the handbook.

### **ARTICLE V** **MEETINGS**

#### Section 1. Annual Meeting

A. One Annual Meeting of the members shall be held each year during the month of January or February at a time and place to be determined by the Board of Directors.

B. The Annual Meeting is for the purpose of receiving the annual reports of the Corporation Officers, Directors and Committees; for the election of Officers and for such other business as may properly come before such meeting.

C. Notice of the Annual Meeting shall be sent by the Secretary to each member by mail not less than fifteen (15) days before the meeting. The notice shall set forth the time, place and agenda of such meeting.

## Section 2. Special Meetings

A. Special Meetings of the members may be called at the discretion of the President, or a majority of the Directors, or by written petition of at least one-fourth (1/4) of the active members. It shall be the duty of the Secretary to call such meeting within ten (10) days after such demand.

B. Notice of Special Meetings of members, stating the time and in general terms the purpose thereof, shall be given to each member at least fifteen (15) days before such meeting.

C. No business other than specified in the notice of the meeting will be transacted at any Special Meeting of the Corporation.

D. If all active members shall be present at any meeting, any business may be transacted without previous notice.

## Section 3. Quorum

The presence in person or by written proxy of fifty percent (50%) of the active members of the organization is necessary to constitute a quorum at each Annual or Special Meeting. A lesser number shall adjourn to some future time not less than seven (7) days later. The Secretary shall give notice of the adjourned meeting at least three (3) days before to each active member absent from the meeting.

## Section 4. Voting

A. Each active member in good standing is entitled to one vote.

B. Each active member in good standing may designate any other active member as proxy provided written authorization is filed with the Secretary. Such authorization shall be dated and shall be valid for only one meeting.

# **ARTICLE VI**

## **BOARD OF DIRECTORS**

### Section 1. Number

The Board of Directors shall be composed of five or six (5/6) members: President, Vice-President, Secretary/Treasurer, Operations Officer and Maintenance Officer. The Secretary/ Treasure position may be split into two positions at the discretion of the Board of directors.

### Section 2. Duties and Powers

A. The Board of Directors shall have full power and authority to manage and control the affairs and business of the Corporation.

B. Glider and sailplane fees, hanger rental fees, monthly dues etc. shall be set and determined by the Board of Directors.

C. Any assessment against the members, other than dues, flying fees, hanger rentals and SSA dues, shall only be with a vote of 2/3 of the members at an annual or special meeting of the membership. In case of an assessment proposal, in addition to the fifteen (15) day written notice, a written explanation of the reason for the proposed assessment must accompany the five day notice.

D. Any decision of the Board of Directors may be repealed by an affirmative vote of two-thirds (2/3) of the entire active membership in good standing.

### Section 3. Meetings

A. Regular meetings of the Board of Directors shall be held bi-monthly at a time and place to be determined by the President. Active members are encouraged to attend all Board of Directors meetings.

B. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of two (2) Directors.

C. Notice of Special Meetings of the Board of Directors, stating the time and in general terms the purpose, shall be presented to individual Directors in writing or electronic transmission and each active member no later than the day preceding the day appointed for the meeting.

D. If all Directors shall be present at any meeting, any business may be transacted without previous notice.

E. For items of an immediate nature, the Board may vote on any motion presented to individual Directors in writing or electronic transmission and the effect will be the same had the Board convened, provided that the time for response is limited to 5 days, a quorum of votes must be received within that time; minutes of the Corporation will specify that action was taken without meeting, the names of members voting and those voting yes.

F. Three (3) Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least three (3) Directors shall be necessary to pass any resolution or authorize any act of the Corporation.

### Section 4. Vacancies

Any vacancy in the Board of Directors occurring during the year through death, resignation, removal or other cause, shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors. An exception of this rule shall be that in the event of three (3) or more vacancies in the Board of Directors occurring at any one time, they shall be filled by vote of the active members at a meeting duly called.

### Section 5. Standing Rules

A. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these by-laws.

B. No officer nor any member of the Board of Directors shall be interested either directly or indirectly in any contract relating to the operations conducted by the Corporation nor in any contract for furnishing supplies or equipment thereto, unless specified exception is made by the affirmative vote of two-thirds (2/3) of the active members present at the meeting.

C. 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 annual meeting of the members, showing in detail the condition of the affairs of the Corporation.

## **ARTICLE VII** **OFFICERS**

### **Section 1.**

The Officers of the Corporation shall be:

President  
Vice President  
Secretary/Treasurer  
Operations Officer  
Maintenance Officer

The Secretary/ Treasure position may be split into two positions at the discretion of the Board of Directors.

### **Section 2.**

The Officers shall be elected by the active members at the annual meeting of the Corporation.

### **Section 3.**

The Officers shall hold office for twenty four (24) months or until their successors are elected and qualified. The President, Operations Officer and Maintenance Officer will be elected every other year. The Vice-President and Secretary/Treasure will be elected in the off years. This will ensure continuity of the Board.

## **ARTICLE VIII** **PRESIDENT**

### **Section 1.**

The President is the Chief Executive Officer of the Corporation.

### **Section 2.**

The President shall preside at all membership meetings, and at all meetings of the Board of Directors.

Section 3.

The President shall appoint all committees with the approval of the Board of Directors. He shall be an ex officio member of all committees.

Section 4.

The President shall have an annual operating budget of \$500.00 that he can use to operate the club without further approval.

Section 5.

The President shall sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors; appoint and discharge agents and employees, or delegate this duty as he may elect, subject to the approval of the Board of Directors; and he shall have general supervision over the management of all affairs of the Corporation.

**ARTICLE IX**  
**VICE PRESIDENT**

Section 1.

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.

Section 2.

In the absence or disability of the Treasurer, and under the direction of the President, the Vice President shall execute in the name of the Corporation checks for expenditures authorized by the Board of Directors.

Section 3.

The Vice President shall also perform such duties in connection with the operation of the Corporation as he may undertake at the suggestion of the President.

**ARTICLE X**  
**SECRETARY-TREASURER**

Section 1.

The Secretary/Treasurer shall perform all duties incident to the office of the Secretary/Treasurer, subject to the control of the Board of Directors, including:

- A. He shall keep the minutes of all proceedings of the Members and of the Board of Directors.

B. He shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors.

C. He shall keep a proper membership file showing the names of each member of the Corporation, the file of by-laws and such other files, records and papers as the Board of Directors may direct.

D. He shall execute, in the name of the Corporation, all certificates of membership, contracts and instruments which have been first approved by the Board of Directors.

E. He shall execute, in the name of the Corporation, all checks for expenditures authorized by the Board of Directors.

F. He shall receive and deposit all funds of the Corporation in the bank(s) selected by the Board of Directors, which funds shall be paid out only by checks as hereinbefore provided.

G. He shall account for all receipts, disbursements and balance on hand.

#### Section 2.

The Secretary/Treasurer shall also perform such duties connected with the operation of the Corporation as he may undertake at the suggestion of the President.

### **ARTICLE XI** **OPERATIONS OFFICER**

#### Section 1.

The Operations Officer shall bear the responsibility for drawing up a set of Flight Rules for the Corporation that shall be submitted to the Board of Directors and, when adopted by a majority vote of the Board, shall be binding on all members of the Corporation and made a part of the Handbook. The Flight Rules shall supplement but may not supersede any of the Federal Aviation Agency's regulations or the provisions of these by-laws.

#### Section 2.

The Operations Officer shall supervise all flying activities and has the authority to ground the Corporation equipment or personnel when he feels that the operation of the equipment, or the operation of the equipment by any individual, would act to the detriment of the Corporation's interests. He may restrict the operation of the equipment to particular fields, and disallow the operation of the equipment for particular flight plans. The grounding of any member of the Corporation shall be reviewed by the Board of Directors at their next regular meeting or at a special meeting called for that purpose.

Section 3.

The Operations Officer will screen the qualifications of flight instructors, commercial rated ride pilots and tow pilots. He will submit periodically to the Board of Directors a list of all active members who are authorized to act as instructors, commercial rated ride pilots or tow pilots. He will also be responsible for holding quarterly standardization meetings for all persons who are authorized to act as instructors, commercial rated ride pilots or tow pilots. Authorized persons unable to attend the meeting will be provided a time with the Operations Officer, prior to any activities, to review all subjects of the quarterly meeting.

Section 4.

The Operations Officer shall make a detailed report to the Board of Directors of any accident involving Corporation property. This report shall recommend any action required.

**ARTICLE XII**  
**MAINTENANCE OFFICER**

Section 1.

The Maintenance Officer shall have the duty to see that the Corporation's equipment is properly maintained at all times and that maintenance complies with the regulations set forth by the Federal Aviation Agency.

Section 2.

The Maintenance Officer shall be responsible for coordinating all maintenance work, for supervising general preventive maintenance and shall notify the Operations Officer as to the operational status of the equipment. The Maintenance Officer may authorize any repairs not exceeding \$150.00; all repairs in excess of this amount must first have the approval of the Board of Directors.

**ARTICLE XIII**  
**NOMINATING COMMITTEE**

Section 1.

The Board of Directors will act as the Nominating Committee

Section 2.

The Nominating Committee will select from the active membership candidates who have consented, and who in the opinion of the Nominating Committee are best qualified, to serve for each of the following offices of the Board of Directors:

President  
Vice President  
Secretary/Treasurer  
Operations Officer  
Maintenance Officer

Section 3.

The slate of officers submitted by the Nominating Committee is not considered final and nominations may be made from the floor providing the person entertaining a nomination has first obtained the permission of the nominee.

**ARTICLE XIV**  
**SPECIAL COMMITTEES**

Section 1.

Special committees may be formed by the President at any time as deemed necessary or advantageous to the Corporation.

Section 2.

Chairmen of special committees shall attend Board of Directors' meetings when they have business to transact.

**ARTICLE XV**  
**SUSPENSION, EXPULSION AND REMOVAL FROM OFFICE**

Section 1.

A member may be removed from office, suspended for a period, or expelled for cause, such as violation of any of these by-laws, or Flight Regulations, or other rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Such removal, suspension or expulsion shall require a two-thirds (2/3) vote of all the active members at a Special Meeting, provided that a statement of the charges and a notice of the time and place of the Special Meeting have been mailed to the member at least fifteen (15) days before the Special Meeting, and that the member will have an opportunity to present a defense at the meeting. Voting by mail or proxy shall not be permitted at such Special Meeting.

**ARTICLE XVI**  
**FINANCES**

**Section 1.**

The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Corporation's expenses and to maintain the value of the Corporation's assets.

**Section 2.**

Members may make loans to the Corporation in increments of \$100.00 for the purpose of financing the purchase of equipment and aircraft. These loans will be negotiated by the Board of Directors. The loans will be secured by a proportionate equity in the Corporation's assets. Loans may be withdrawn only after giving thirty (30) days notice and by mutual consent of both the lender and the Corporation. It is the intent of the Corporation to repay the loans as soon as practical.

**Section 3.**

Any member who has failed to pay his dues or any sum owed to the Corporation within thirty (30) days after the quarter in which said sums are due shall be placed on inactive status, shall be considered a delinquent member and shall be suspended automatically from the operation of all Corporation equipment. When a delinquent member fails to pay his dues, to pay any sum owed to the Corporation, or to make appropriate arrangements with the Board of Directors for the payment thereof, within sixty (60) days after the quarter in which said sums are due, the member shall automatically be considered as indicating his intention to withdraw from the Corporation.

**Section 4.**

The fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

**Section 5.**

Annually between the end of the fiscal year and the Annual Meeting, the books and accounts shall be audited by a special auditing committee of two (2), appointed by the President with the advice and consent of the Directors. The Board of Directors, by a majority vote, may cause an independent audit to be made by an outside auditing firm at any time when in their judgement it is deemed advisable.

**Section 6.**

The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Corporation's treasury for the purchase of new equipment, for contingencies, or for the purpose of reducing the rate 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.

Section 7.

The Corporation shall carry adequate insurance on all Corporation aircraft to protect the Corporation and its members against suit by third parties or another member of the Corporation.

Section 8.

Each and every operation of any aircraft owned or operated by the Corporation shall be conducted at the risk of the member under whose jurisdiction the aircraft is assigned, insofar as responsibility for damage resulting from operation of said aircraft is concerned; provided that in any one accident, loss or destruction to such aircraft, the member operating the aircraft will be assessed for the uninsured non-reimbursable cost of the accident.

**ARTICLE XVII**  
**AMENDMENTS**

Section 1.

Amendments of these by-laws may be made by a two-thirds (2/3) vote of the active members of this Corporation in good standing. Amendment may be acted upon at any meeting of the members or in writing or electronic transmission, provided the substance of the proposed amendment shall have been stated in the notice of the meeting and that each member shall have had at least one week's notice in advance of such proposed amendment.

**ARTICLE XVIII**  
**DISSOLUTION**

Section 1.

The Corporation may be dissolved by affirmative vote of two-thirds (2/3) of the active members.

Section 2.

Funds received from the sale of all Corporation assets at the time of dissolution shall, after all obligations of the Corporation have been paid, be given to a worthy organization, namely, Soaring Society of America, Inc.