

~~BSAA By-Laws~~

~~Adopted February 2014~~

~~TABLE OF CONTENTS~~

ARTICLE 1 – OFFICES	2
ARTICLE 2 – TRUSTEES	2
ARTICLE 3 – OFFICERS	2
ARTICLE 4 – GENERAL MEETINGS and REPORTS	3
ARTICLE 5 – GENERAL ELECTIONS and VOTING	4
ARTICLE 6 – MEMBERSHIP VETO RIGHTS	5
ARTICLE 7 – MEMBERSHIP and FINANCIAL OBLIGATIONS	5
ARTICLE 8 – FLIGHT OPERATIONS	6
ARTICLE 13 – DISSOLUTION OF THE CORPORATION	7

~~ARTICLE 1~~

Blue Sky Aviation Association, Inc.

Bylaws

Adopted – xxxxxx

DRAFT

Table of Contents

<u>PREAMBLE – MISSION STATEMENT</u>	<u>4</u>
<u>ARTICLE I – OFFICES.....</u>	<u>4</u>
SECTION 1 – CORPORATION, TRUSTEES, AND LOCATION.....	4
<u>ARTICLE II – THE BOARD</u>	<u>4</u>
SECTION 1 – GENERAL.....	4
SECTION 2 – DUTIES AND POWER	4
SECTION 3 – REMOVAL OF A BOARD MEMBER	4
<u>ARTICLE III – OFFICERS.....</u>	<u>5</u>
SECTION 1 – GENERAL.....	5
SECTION 2 – PRESIDENT.....	5
SECTION 3 – VICE-PRESIDENT.....	5
SECTION 4 – SECRETARY.....	5
SECTION 5 – TREASURER	6
SECTION 6 – MAINTENANCE OFFICER	6
<u>ARTICLE IV –MEETINGS AND REPORTS</u>	<u>6</u>
SECTION 1 – PRESIDING OFFICER OF MEETINGS.....	6
SECTION 2 – BOARD MEETINGS.....	6
SECTION 3 – MEMBERSHIP MEETINGS	7
SECTION 4 – ORDER OF BUSINESS.....	7
SECTION 5 – ANNUAL REPORT	7
<u>ARTICLE V - ELECTIONS AND VOTING</u>	<u>7</u>
SECTION 1 – ANNUAL ELECTION SCHEDULE	7
SECTION 2 – NOMINATIONS FOR ELECTION TO THE BOARD	8
SECTION 3 – TERMS	8
SECTION 4 – ELECTIONS.....	8
SECTION 5 – VOTING IN ELECTIONS – PROCESS	8
<u>ARTICLE VI – MEMBERSHIP RIGHTS AND RESPONSIBILITIES.....</u>	<u>9</u>
SECTION 1 – REQUIREMENTS FOR MEMBERSHIP.....	9
SECTION 2 – MEMBERSHIP.....	9
SECTION 3 – ACTIVE MEMBERSHIP.....	9
SECTION 4 – INACTIVE MEMBERSHIP.....	9
SECTION 5 – INACTIVE MEMBER REINSTATEMENT.....	9
SECTION 6 – FAMILY MEMBERSHIP.....	10
SECTION 7 – MEMBERSHIP VOTING	10
SECTION 8 – NUMBER OF MEMBERS	10
SECTION 9 – MEMBERSHIP BOND AND INITIATION FEE	10
SECTION 10 – RESIGNATION OF MEMBERSHIP.....	10
SECTION 11 – INVOLUNTARY TERMINATION OF MEMBERSHIP	10
SECTION 12 – ASSESSMENT AND DUES	11
SECTION 13 – UNPAID BILLS.....	11

ARTICLE VII – MEMBERSHIP VETO RIGHTS	11
SECTION 1 – VETO RULES	11
ARTICLE VIII – FLIGHT OPERATIONS	12
SECTION 1 – GENERAL.....	12
SECTION 2 – OPERATING PROCEDURES	12
ARTICLE IX – CORPORATE PROPERTY	12
SECTION 1 – TITLE.....	12
SECTION 2 – MAINTENANCE.....	12
ARTICLE X – INSURANCE, ACCIDENTS/INCIDENTS, AND DAMAGE	12
SECTION 1 – INSURANCE.....	12
SECTION 2 – RULES	12
ARTICLE XI – FISCAL YEAR	13
SECTION 1 – PERIOD.....	13
ARTICLE XII -AMENDMENTS	13
SECTION 1 – PROCEDURE.....	13
ARTICLE XIII – DISSOLUTION OF THE CORPORATION	13
SECTION 1 – GENERAL.....	13
SECTION 2 – LIQUIDATION.....	13
SECTION 3 – DISTRIBUTION OF ASSETS	13

DRAFT

PREAMBLE – MISSION STATEMENT

Blue Sky Aviation Association, Inc. is a social club that efficiently provides well-equipped, well-maintained aircraft to its members for recreational flying at a reasonable expense. The Club provides opportunities for members to strengthen flying skills and improve the Club's operation and social value.

ARTICLE I – OFFICES

Section 1 – Corporation, Trustees, and Location

A. The principal office of the Corporation shall be in such a place in the State of New Jersey as the Board of Trustees (, hereinafter referred to as the Board), may from time to time direct. The Corporation, hereinafter referred to as the Club, may also establish and have such other offices needed for the conduct of its business. The terms Club and Corporation, as used herein, refer to the Blue Sky Aviation Association Incorporated.

ARTICLE 2 – TRUSTEES

ARTICLE II – THE BOARD

Section 1 – General

The trustees of the Corporation

A. Board members shall be five (5) in number, and all must be active members of the Corporation. The trustees Active Members. Board Members shall be elected in the manner provided by set forth in Article V of these by laws by the members of the Corporation and each trustee shall be elected for one year. Any Bylaws. Any unscheduled vacancy occurring in the Board shall be filled for the unexpired-remainder of the term by unanimous choice vote of the remaining trustees Board Members.

Section 2 – Duties and Power

A. The Board of Trustees shall have the control and management of the affairs of the Corporation Club and shall exercise all such powers of the Corporation, Club and management thereof, as permitted by statute, or as directed by these Bylaws. The Trustees Board may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they deem proper, not inconsistent with the law.

B. At least four (4) Board Members must vote in the affirmative to purchase or dispose of Club property.

Section 3 – Meetings

~~Meetings of the Board Removal of Trustees shall be held in the office of the Corporation, or at any other place which the majority of the Board may designate from time to time. The Board shall meet at least monthly, and members may be invited to attend. There shall be an annual meeting of the Board held as soon as possible after their election. Other regular meetings of the Board shall be held at such times and places as the Board shall by resolution prescribe. Meetings of the Board may be called whenever any trustee so requests the other Board members to do so. The Board may meet to transact business at any time and place without notice, provided that every member of the Board shall be present, or that any member or members, not present shall waive notice of the meeting. A majority of trustees shall constitute a quorum for the transaction of business, but a trustee or trustees present, if less than a quorum, may adjourn any meeting until such quorum shall be present. All questions coming before the Board shall be determined and decided by a majority vote except where so noted in these laws. Each trustee shall be entitled to one vote at all meetings of the Board of Trustees. At least four (4) trustees must vote affirmative to purchase or dispose of Corporate property. The Board Secretary shall report on minutes of any Board meeting to the membership at the General Membership meeting.~~a Board Member

A. A Board Member may be removed from office, for cause, if he/she has been found negligent in their official duties. Such removal shall require:

1. Publication on the agenda of a Board meeting.
2. Discussion and debate. The Board Member in question shall have the right to defend his/her actions.
3. Unanimous affirmative vote of the remaining Board Members.

ARTICLE 3III – OFFICERS

~~Section 1 – General~~

Section

1 – General

~~A. The Board of Trustees shall meet immediately, as soon promptly after their the election as possible, meet and shall elect, or appoint, a president, vice president secretary, treasurer and maintenance officer a President, Vice-President, Secretary, Treasurer, and Maintenance Officer from among themselves. They~~

~~B. The Board may elect such appoint other officers positions as the needs of the Corporation Club may from time to time require. All officers shall serve for one year, or until the election and qualification of their successors, subject to the power of the Board of Trustees to remove any officer by unanimous vote of the remaining Board members. No more than one office may be held by the same person.~~

Section 2 – President

~~A. The president President shall act as chairman when present, and call to order all meetings of the members. The president President shall be the Chief Executive Officer Officer of the Corporation and shall have general supervision of the affairs affairs of the Corporation Club and shall perform all duties commonly incident to his office and shall have general supervision of the affairs of the Corporation the office, subject to the approval of the Board of Trustees. The President and the Treasurer shall approve payment for each invoice of indebtedness when the amount exceeds a dollar amount specified in the Operating Procedures. No purchases can may be made in excess of a dollar amount as specified in the Operating Procedures unless pre approved by a majority vote of the Board of Trustees.~~

Section 3 – Vice-President

~~A. The vice Vice-president is to shall assist the president President. The vice Vice-president shall fulfill the duties of president President in the president's President's absence. The vice Vice-president shall have responsibility for providing safety presentations at Membership meetings.~~

Section 4 – Secretary

~~A. The secretary is Secretary shall record the minutes of meetings and shall be responsible for the minutes and correspondence of the Corporation Club and shall give, or cause to give, notice of all meetings of the members and of the Board of Trustees.~~

~~B. The secretary Secretary shall make such prepare reports as are requested by the Board and prepare, and cause file documents provided by him/her or given to be filed, such reports and statements him/her by other Board Members as may be required by these Bylaws, the laws of the State of New Jersey and, the Federal Aviation Administration (FAA-), or any regulatory agency.~~

~~C. The secretary Secretary shall be responsible for the maintenance and safeguard of Club documents.~~

~~D. The Secretary shall prepare communications to the general membership in the form of a monthly newsletter or or as otherwise directed from by the Board~~

[Date of adoption]

of Trustees. ~~The newsletter shall act as notification of the next general membership meeting. The~~ The Membership communication shall contain the minutes of the previous ~~general membership~~ Membership meeting, ~~and the minutes from the previous Board of Trustees meeting and the Presidents report on these minutes given at the general membership meeting, the Treasurer's Report presented at the general membership meeting and the Maintenance Officers report from the general membership meeting. The newsletter shall be distributed no later than 7 days prior to the next general membership meeting. The minutes as presented in the Newsletter will be presented to the membership at the general membership meeting to be accepted~~ meeting and any other communications deemed necessary by the Board.

Section 5 – Treasurer

A. The ~~treasurer~~Treasurer shall act as the Chief Financial Officer of the Club and shall have the care and custody of all the funds and securities of the Corporation, Club and shall deposit the same in the name of the Corporation in such bank, or ~~bank~~other financial institutions as the Board of Trustees may designate, and shall disburse the same under such rules and regulations as may be made by the Board of Trustees.

B. The ~~treasurer~~Treasurer shall keep or have kept by a qualified person, full and accurate accounts of receipts and disbursements in books belonging to the Corporation, Club and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers. The ~~treasurer~~Treasurer shall render to the Board of trustees and the general membership a monthly ~~treasurer's report~~ which Treasurer's Report that shows a summary of all ~~revenues~~receipts, expenditures, liabilities, and a summation of all financial transactions that have taken place. The report shall contain this information for the reporting month and for each of the prior ~~12 fiscal~~five (5) calendar months. The ~~Monthly~~monthly Treasurer's Report shall be presented to the Board of Trustees at the ~~monthly Board of Trustees meeting~~all meetings for review and discussion.

Section 6 – Maintenance Officer

A. ~~It~~The Maintenance Officer shall be the responsibility of the maintenance officer to see ensure that all equipment is Club aircraft are maintained according to the policy of the Board of Trustees, aircraft manufacturer, advisories, the FAA, and any AD's issued. The maintenance officer as well as applicable Airworthiness Directives.

B. The Maintenance Officer or any Board member ~~has~~shall have the authority to ground equipment if ~~found~~deemed to be not air worthy. He/Sheunairworthy.

C. The Maintenance Officer shall schedule all maintenance work, expedite such maintenance work, and recommend who shall perform such maintenance work.

D. The ~~maintenance officer~~Maintenance Officer shall be responsible for aircraft ~~log books~~logbooks.

ARTICLE 4 – GENERAL IV – MEETINGS and REPORTS

Section 1 – ~~General~~Presiding Officer of Meetings

A. The President shall preside at all meetings. In the absence of the President, the Vice-President shall preside.

B. The Secretary shall keep a faithful record of all proceedings at all meetings. In the Secretary's absence, a temporary secretary shall be appointed and shall keep a faithful record of all proceedings and shall turn over such record to the regular Secretary promptly.

Section 2 – Board Meetings

A. Meetings of the Board shall be held in the office of the Corporation or at any other place that a majority of the Board may designate from time to time. The Board shall meet at least monthly, and members may be invited to attend.

B. As set forth in Article III, Section 1 of these Bylaws, after an election, the Board shall meet promptly and prior to the October Membership Meeting to appoint the Officers.

General

C. Other regular meetings of the Board shall be held at such times and places as the Board shall prescribe. Meetings of the Board may be called whenever any Board Member so requests.

D. The Board may meet to transact business at any time and place without notice, provided that every member of the Board shall be present, or that any member or members not present shall waive participation in the meeting.

E. A majority of the Board shall constitute a quorum for the transaction of business.

F. All questions coming before the Board shall be determined and decided by a majority vote except where so noted in these Bylaws. Each Board Member shall be entitled to one vote on any question before the Board.

Section 3 – Membership Meetings will

A. Membership meetings shall be held monthly. Notice of such meetings must be announced in the monthly newsletter to be sent no later less than seven (7) days prior to the next general membership Membership meeting. The Board of Trustees has the right to may cancel or postpone a general meeting due to severe weather conditions, if a meeting place is unavailable, or other extenuating circumstance. Officers Results of the newly elected Board of Trustees are to election shall be announced at the October General membership Membership meeting.

Section 2 – Special Meeting

It shall be the duty of the president or another Trustee to call a special meeting whenever requested by four (4) or more members

Section 3 – Officers of Meetings

The president of the Corporation, if present, shall preside at all meetings of the members. In the absence of the president, the Vice President shall preside. The secretary of the Corporation shall, if present, act as secretary of all meetings of the members. In the absence of the secretary, a temporary secretary shall be appointed and shall keep a faithful record of all proceedings and shall immediately turn over to the regular secretary such record.

Section 4 – Order of Business

A. The order of business at all general membership meetings, unless changed by a majority vote, shall be as follows;

Proof of notice of meeting;

1. Report of minutes of preceding meeting;-
2. Reports of officers/officers;
3. Reports of committees;
4. Presidents Report on Minutes from the previous Board of Trustees' Meeting-
5. Unfinished business;

6. New business;
7. Safety Presentation (if applicable)-

Section 5 – Annual Report

A. An annual ~~report~~Treasurer’s Report shall be prepared and made available to the club members during the first quarter of the fiscal year. The Treasurer shall create a financial analysis of the year past and the upcoming year.

ARTICLE ~~5-GENERAL V~~ - ELECTIONS ~~and~~AND VOTING

Section 1 – Annual ~~Elections~~Election Schedule

A. An election shall be held to elect the Members of the Board of Trustees in the fourth quarter of the fiscal year ~~and prior to the annual meeting.~~

Section 2 – Special Elections to the Board of Trustees

~~A special election to the Board of Trustees must be held if requested by two-thirds of the members.~~

Section 3 – Nominations for Election to the Board of Trustees

~~The existing Board is nominated automatically unless a Trustee declines to serve another term. Additional Board shall solicit, in writing, nominations from the active Active membership must be requested in writing by the Board of Trustees at least one month prior to the election. An active member Active Member, interested in serving on the Board, must obtain nominating signaturesnominations from at least ten percent of the active Active membership, to be placed on the ballot.~~

Section 4 – Voting for Board of Trustees

~~The Board of Trustees must provide the active membership with a ballot at least two weeks prior to the election. The member vote must be returned in writing to the Board by the September meeting. In the event that the current Board is unopposed or if there are no more than 5 members running for the Board of Trustees, no balloting will be required.~~

Section 5 – Voting Procedures

~~A. Voting on matters brought before the general membership (except as outlined in Article 6) must be returned in writing. The ballots shall be made available to the membership at least 14 Such nominations shall be submitted via electronic means to the Secretary no later than seven (7) days prior to the date upon which said matter is to be voted onelection.~~

ARTICLE 6 – MEMBERSHIP VETO RIGHTS

Section 1 – VETO RULES

~~In the event the Board of Trustees proposes to proceed with any of the following: Purchase an aircraft~~

~~Select and place an aircraft for sale (except in the event of an accident and the insurance company wants to “total” a plane).~~

~~Enter into a business combination with any airport operator, airport owner, any combination thereof, FBO, or any flying club (for profit or non-profit).~~

~~Relocate club aircraft, in full or in part, to a different airport (with the exception of short term re-location due to the inability of our home airport to sustain acceptable operations).~~

~~The following actions must be met before the Board can execute any of the above occurrences:~~

~~The Board must prepare a justification document of the decision for the General Membership. The Justification shall disclose reason for the decision, financial information and plan of execution.~~

~~The justification document must be sent to all members 7 days prior to the next general membership meeting. A review of the justification document shall appear on the Agenda. The justification document shall be reviewed at the General membership meeting.~~

~~Active members shall have the right to veto the Board of Trustee decision by two-thirds of active membership vote within 28 days of the general membership meeting in which the justification document is reviewed or the Board shall then have the authority to execute the proposal.~~

ARTICLE 7 – MEMBERSHIP and FINANCIAL OBLIGATIONS

B. Subject to the provisions of Article V, Section 3A, any Board Member whose term is expiring shall be considered nominated automatically unless such Board Member declines to serve another term.

Section 3 – Terms

A. Board Members shall serve two-year terms and shall be limited to three consecutive terms. This term limitation shall commence to be counted upon the adoption date of this amendment to these Bylaws [insert date] and shall be in effect for all future elections.

Section 4 – Elections

A. Elections to the Board shall be staggered, with two members elected in even-numbered years and three members elected in odd-numbered years. Board Members elected in even-numbered years shall be designated “Class E” members and Board Members elected in odd-numbered years shall be designated “Class O” members.

B. All newly elected or appointed Board Members shall be designated Class E or Class O, based on the prior designation of the seat being filled.

C. Upon adoption of these amended Bylaws, the Class designations of the current Board shall be decided by mutual consent or random selection.

Section 5 – Voting in Elections – Process

A. To be eligible to vote, a member must be Active and in good standing. The Board shall provide the Active membership with the ability to vote for all nominees for a period of no less than two weeks. The results of the election shall be announced to the Board and the Membership by the October Membership meeting. If the Board Members, whose terms are expiring, are unopposed, or if there are no more candidates than the number of expired terms, no balloting shall be required.

B. All ballots shall be secret, and each eligible member shall be permitted one vote for each position on the Ballot. Any electronic means of collecting and tallying votes may be used, provided that the Board has approved such means.

ARTICLE VI – MEMBERSHIP RIGHTS AND RESPONSIBILITIES

Section 1 – Requirements for Membership

A. The Board shall process applications for membership and set such admission requirements as outlined in these ~~by laws~~ Bylaws and the Club Operating ~~Instructions~~ Procedures. An applicant must have, ~~at a private certificate or better~~ minimum, a Private Pilot Certificate to be ~~considered~~ eligible. Applicants shall be ~~investigated~~ considered on the following items:

1. financial responsibility;-
2. character;
3. history of air ~~traffie~~ traffic violation; ~~and-~~
4. flight experience.;
5. recommendation from Blue Sky members; and
6. attendance at Blue Sky membership meetings.

B. Any applicant, who satisfies the requirements as applied, shall become a member of the ~~Corporation~~ Club after the prospective member has appeared ~~at~~ before the Board ~~meeting~~ and has been approved by at least four ~~board~~ members Board Members and has paid ~~both the Bond and Initiation Fee, as established in the Club Operating Procedures.~~

Section 2 – Membership

A. Membership shall be classified as ~~active~~ Active or ~~inactive~~ Inactive. The Board ~~may add classifications as deemed necessary.~~

Section 3 – Active Membership

A. An ~~active member~~ Active Member is one who has satisfied all requirements for membership in the Club. ~~This and~~ pays monthly dues. Such member shall be ~~tendered all privileges and benefits of the Club.~~

Section 4 – Inactive Membership

A. ~~Inactive members shall maintain current contact information with the Club.~~

B. ~~Inactive members are not afforded the privileges and benefits of the Club. Inactive Members do not have the right to vote or comment on club issues, are not allowed to act as PIC of Club aircraft, and do not pay monthly dues.~~

C. The Board may accept applications for ~~inactive~~ Inactive status on a case-by-case basis. ~~The. Any~~ application to ~~go inactive must~~ become Inactive shall be submitted in writing and ~~must~~ shall contain an explanation as to the reason ~~for going inactive and must acknowledge any outstanding bills. and may only be considered provided that the stipulations of Article VI, Section 13, B. of these Bylaws are met.~~

D. If accepted, the ~~inactive member would~~ Inactive Member shall leave his or her bond with the Corporation, but ~~would~~ shall not be ~~excused from~~ paying responsible for monthly dues and assessments. ~~The~~ Such member ~~should~~ shall make every ~~effort~~ effort to ~~make sure~~ ensure all ~~unpaid club bills with the club~~ unpaid club bills with the club are paid and that the bond is left at full value. ~~The member would not~~ (Date of adoption)

~~have the right to vote or comment on club issues and would not be allowed to act as PIC of club aircraft. The Board may waive the PIC limitation when the inactive member is a designated club instructor and is acting as an instructor for a member in the club aircraft. An inactive member must~~ Section 5 – Inactive Member Reinstatement

A. Any Inactive Member may apply in writing to the Board for reinstatement to active membership. ~~be reinstated to~~

Active status. If ~~their~~ such member's bond was left in full ~~and, with~~ no bond funds ~~were~~ used to cover unpaid bills, the member, ~~if~~ when approved ~~will, shall~~ be re-instated to ~~active~~ Active status regardless of the ~~present~~ number of ~~active members.~~ Active Members. If less than the full bond has been at the ~~clubs~~ Club's disposal, the member must wait for the next available membership opening, ~~but~~ and must bring his or her bond to its original value while -waiting.

Section ~~5~~ 6 – ~~Combination~~ Family Membership

~~A combination membership.~~ Membership is available ~~for spouses of to~~ an ~~active member.~~ The Active Member's family, to include a spouse will or domestic partner, and children. Such family member shall be required to purchase a ~~1/2 share membership bond~~ Bond at one half (1/2) the current value ~~and will as set forth in the Operating Procedures, shall pay the full Initiation Fee, and shall be granted active~~ Active membership status. ~~Each, provided the potential member will~~ has met the provisions set forth in this Article VI, Section 1 of these Bylaws. Such Family Member shall be given top priority to a membership opening ahead of any non-member awaiting membership. All Family Members shall pay full monthly dues and have one vote each in ~~are~~ tendered all privileges and benefits of the Club ~~affairs.~~

Section ~~6~~ 7 – Membership Voting

~~A. Each active member~~ Active Member shall have one vote in all ~~general~~ elections ~~and any other voting involving the total membership. Only Active members shall have the right to vote.~~

Section ~~7~~ 8 – Number of Members

~~A. The total number of members~~ Active Members in the ~~Corporation~~ Club at any ~~one time will~~ shall be at the discretion of the Board, and generally will be approximately ~~fifteen~~ eighteen (18) active members per aircraft.

Section ~~8~~ 9 – Membership Bond and Initiation Fee

~~A. The value~~ cost of the membership ~~share~~ Bond and Initiation Fee shall be determined by the Board, ~~as well as and shall be set forth in the Operating Procedures. Bonds are refundable and upon resignation, to the extent they have not been depleted to pay a member's bills. Initiation Fees are non-refundable portion.~~

~~B. To increase the cost of bond of the active members, or change the refundable amount~~ value of current ~~members bonds,~~ Active Members' Bonds shall require an affirmative vote of a majority ~~vote by of~~ the ~~active membership~~ Active Members.

Section ~~9~~ 10 – Resignation of Membership

~~A. A member may resign his or her membership by notifying the Board of Trustees in writing. Upon resignation, the~~ such member is entitled to a refund of ~~the returnable portion of~~ his/her membership bond, less any moneys owed. ~~But payment~~ Refund may be delayed for not more than six (6) months if ~~Corporate~~ Club financial demands so require.

Section 1011 – Involuntary Termination of Membership

A. Members are required to ~~operate under~~adhere to the Federal Aviation Regulations, Aeronautical Information Manual (A.I.M.), accepted safety practices, these Bylaws, and Club Operating InstructionsProcedures. The Board may, by unanimous vote, terminate the membership of any member for breach of these requirements.

B. Members are required to pay their bills. The Board may, by unanimous vote, terminate the membership of any member for breach of these requirements set forth in Section 13 of this Article VI.

Section 112 – Assessment and Dues

A. The monthly dues, hourly rates, and other assessments shall be determined by the Board of Trustees. Active members are required to share equally any financial obligations entered into by the Corporation Club and apportioned by the Board.

Section 1213 – Unpaid Bills

A. Bills are due upon receipt and shall be considered late after thirty (30) days. Members shall not permit their individual unpaid bills to exceed 75% of the value of their membership bond, or to remain unpaid through two consecutive monthly billings. Bills are due upon receipt. The status of the member not complying is subject to Any member, who has not complied with these requirements, may be prohibited from reserving club aircraft by majority vote of The Board. Any member who has been prohibited from reserving club aircraft three (3) times, shall be subject to involuntary termination. The Board shall discuss and debate the circumstances and vote on action to be taken. The Board may, by majority vote, deduct such member's unpaid balance from the member's Bond, terminate membership, and return any balance.

B. A member whose outstanding unpaid balance is equal to or greater than 50% of the value of his/her Bond shall not be eligible to change his/her membership status to Inactive.

ARTICLE VII – MEMBERSHIP VETO RIGHTS

Section 1 – Veto Rules

A. Active Members of the Club have the right to veto certain decisions made by the Board. Such vetoes shall be limited to the following decisions:

1. Purchase of an aircraft.
2. Selection and placement of an aircraft for sale, except in the event of an accident where the insurance company has determined that the aircraft is a total loss.
3. Entering a business combination with any airport operator, airport owner, any combination thereof, FBO, or any flying club (for profit or non-profit).
4. Relocating club aircraft, in full or in part, to a different airport (with the exception of short-term relocation due to the inability of the home airport to sustain acceptable operations).

B. To execute any of the above actions, the following requirements must be met:

1. The Board must prepare justification of the decision for the Membership. The justification shall disclose reason for the decision, financial information, and plan of execution, and

2. The justification must be sent to all members at least seven (7) days

~~prior to the next membership meeting. A review by the Board. The Board may, by majority vote, prohibit the member from reserving Club aircraft until the entire balance owed is paid in full. The Board may by majority vote, if good intent is not shown by member, deduct the members unpaid bills from the refundable portion of the membership bond, terminate membership, and return the balance of the justification shall appear on the Agenda, and~~
3. The justification shall be reviewed at the membership meeting.

C. Any veto of a Board decision shall require a two-thirds (2/3) majority vote of the Active membership and shall be conducted no less than seven (7) days prior to the regular Membership meeting following the meeting at which the justification was provided.

ARTICLE ~~8~~VIII – FLIGHT OPERATIONS

Section 1 – General

~~Section 1 – General~~

A. No member shall act as pilot-in-command of a Club aircraft unless in full compliance with the FARs Federal Aviation Regulations, these Bylaws, and the Club Operating Instructions. A Procedures. Any member under investigation by the Federal Aviation Administration must immediately shall notify the Board immediately.

Section 2 – Operating ~~Instructions~~Procedures

A. The Board shall have the authority to publish Club Operating Instructions Procedures for guidance and use by the members as deemed necessary.

~~ARTICLE 9 – CORPORATE PROPERTY~~

ARTICLE IX – CORPORATE PROPERTY

Section 1 – Title

A. All property purchased by the Corporation Club shall be placed in the title of the Corporation.-

Section 2 – Maintenance

A. Maintenance of the Corporation Club aircraft shall be performed by appropriate F.A.A. licensed personnel in compliance with Federal Aviation Regulations.

ARTICLE 10 – DAMAGE and X – INSURANCE, ACCIDENTS/INCIDENTS, AND DAMAGE

Section 1 – Insurance

~~The Corporation shall carry at~~A. At all times, the Club shall carry hull insurance on all Corporation Club aircraft, and liability insurance covering the operation of Corporation all Club aircraft. The amount carried shall be established by the Board of Trustees.

Section 2 – Rules

~~If Corporate property is damaged the following applies:~~

~~When the club member who was acting as Pilot in command (PIC), or receiving dual instruction in the Corporate aircraft, at the time of an accident was in violation of any Federal Aviation Regulation (FAR), state or federal law, or the Bylaws or Operating Instructions of the Club, the club member shall pay to the Corporation an amount up to 100 percent of the insurance deductible and of the damages sustained by the Corporate aircraft that is not paid by the insurance carrier.~~

~~When no such violation(s) occur, the club member shall pay to the Corporation an amount up to 50 percent of the insurance deductible and of the damages sustained by the Corporation aircraft that is not paid by the insurance carrier. In all cases the amount to be paid shall be determined by the Board of Trustees at its sole discretion and shall not exceed the maximum percentages given above.~~

~~ARTICLE 11 – FISCAL YEAR~~

A. Any member acting as Pilot in Command in any Club aircraft that is involved in an accident, incident, or damage sustained by the Club shall be financially

|
| responsible for damages as set forth in the Club Operating Procedures.

ARTICLE XI – FISCAL YEAR

Section 1 – Period

A. The fiscal year of the Corporation shall commence on October 1, and end on September 30th of the ~~next~~subsequent calendar year.

~~ARTICLE 12 – AMENDMENTS~~

ARTICLE XII -AMENDMENTS

Section 1 – Procedure

DRAFT

A. These ~~by laws~~ Bylaws may be amended, altered, repealed or ~~added~~ ~~to~~ ~~expanded~~ in any manner not inconsistent with the statutes of the State of New Jersey, or the provisions of the Certificate of Incorporation, by written or electronic consent of at least two-thirds (2/3) of the ~~members~~ Active Members of the Corporation ~~entitled to vote~~. Any proposed amendments ~~proposed~~ to these ~~by laws~~ Bylaws must be submitted to all such ~~members of the Corporation~~, not less than ~~two weeks~~ fourteen (14) days prior to the date upon which said proposal is to be ~~voted upon~~ decided.

ARTICLE ~~13~~ XIII – DISSOLUTION OF THE CORPORATION

Section 1 – ~~Required Vote~~ General

A. The ~~Corporation~~ Club may be dissolved, either by a two-thirds (2/3) majority vote of the ~~members entitled to vote~~. Active Members or, should legal, financial, or operational circumstances so dictate.

Section 2 – ~~Disposition of Assets~~ Liquidation

~~In~~ A. The Board shall determine the event of a vote to dissolve the Corporation, the assets Dissolution Date based on Section 1 of this Article XIII, and shall be liquidated. Each member will responsible for the liquidation and distribution of all assets of the Club.

Section 3 – Distribution of Assets

A. Liquidated assets shall be returned distributed as follows:

1. Member Bonds - All members (Active and Inactive) are entitled to the ~~refundable~~ amount of his/her ~~bond~~ Bond, less any amount due on account. If ~~sufficient~~ insufficient funds are ~~not~~ available, the amount returned ~~will~~ shall be in proportion to the outstanding ~~bonds~~ Bonds, less any amount due on account.
2. Excess Funds - Any additional funds that remain after payment of Member Bonds as described above shall be distributed evenly among all Active Members and any Inactive Members who entered Inactive status within the two years prior to the Dissolution Date. Payment to members who have accrued less than 5 years of Active membership (Membership Tenure) prior to the Dissolution Date shall not exceed the amount of any initiation fee paid upon entering the club. The Membership Tenure of participating Inactive Members shall be the number of years accrued as an Active member; time accrued while in Inactive member status is excluded.
3. Distribution to any member is subject to the Club having details of his/her membership tenure and current contact information on file.

DRAFT