

SLEEPING GIANT FLYING CLUB

BY-LAWS

Revised/Adopted December 2021

Article I. General

(1) Purpose:

The purpose of the Sleeping Giant Flying Club, hereinafter referred to as the Club, shall be to provide a flying club including all of the amenities of such a club involving aircraft use, social functions, other club activities and all other lawful purposes.

(2) Incorporation:

The Club shall be incorporated in the State of Montana, and shall be governed by an Executive Board, hereinafter referred to as the Board, which shall have power to conduct the business of the Club. The Club shall be governed by the Articles of Incorporation, the By-laws, the Club Regulations, and the General Operating Rules.

(3) Rules of Order:

All meetings of the Club shall be conducted in accord with Roberts Rules of Order except insofar as they may conflict with these By-laws.

Article II. Membership

(1) Eligibility:

Any person who is 18 years of age or older may apply for membership in the Club. Any person who is at least 16 years of age but has not reached 18 years of age may apply for membership in the Club with parental consent of liability and responsibility.

(2) Acceptance:

The Board must review all applications for Club membership, and those Board members present at a meeting of the Board may admit applicants to membership only upon a 2/3 vote of approval. With emphasis on the fiduciary responsibility of Board members, membership will be denied only for good cause.

(3) Types of Members:

- a) A Full member is one who has paid the full membership fee. A Full member is entitled to fly Club aircraft, vote, and hold office in the Club. Full members are required to pay monthly dues.
- b) An Associate member is one who belongs to the Full member's family and is at least 16 years of age. An Associate member is entitled to fly Club aircraft as pilot in command but is not entitled to vote or to hold office in the Club. Associate members are required to pay a \$100 membership fee and monthly dues equal to half those dues of the Full member. Associate members cannot reserve Club aircraft for more than one night, and any reservation can be changed by a Full member with 24 hours notice. Any such change must be given as soon as possible to the Associate member.
- c) An inactive member is one who wishes to maintain membership, but does not wish to fly club aircraft. Inactive members are required to pay one-half the monthly dues. Inactive status shall be granted to

members in good standing who petition the Board on the basis of medical condition, financial hardship, or absence from the area. They may return to active status by notifying the Board and by resuming payment of full monthly dues. Inactive status members do not accrue flight credits. Inactive members may participate in Club social events, but may not vote or fly club aircraft.

(4) Standing:

- a) A member in Good Standing is a member who is not delinquent in his or her account or on suspension by the Board.
- b) A member is Delinquent when his or her account is more than 30 days in arrears. Such member is neither entitled to fly Club aircraft, nor to vote at Club meetings.
- c) A member who is on Suspension by order of the Board is neither entitled to fly Club aircraft, to vote at Club meetings nor to participate as a member of the Board. (See Article VIII, 1-4)

(5) Transferability:

Any Full member in good standing wishing to resign from the Club, may, with the Board's prior approval, sell his or her membership to a third party who has been pre-approved by the Board for club membership. At that time the resigning Club member will be assessed a \$100 transfer fee. This fee will not be applicable if the member resigns and returns the membership to the Club.

Any member in good standing may, by request to the board, transfer their flight credits to any other member in good standing.

(6) Responsibility:

It shall be the responsibility of each member to observe all Club Regulations and Federal Aviation Regulations. Failure in this shall be cause for disciplinary action as determined by the Board.

(7) Withdrawal:

A member may withdraw from the Club by notifying the Secretary in writing thirty days in advance to withdrawal. Membership will cease upon the date of withdrawal.

The Club will buy back memberships of members in good standing for two-thirds their initial membership fee. The Club may take up to one year to complete the buy-back.

No compensation will be made for any flight credit balance.

The Club will not buy back memberships of any member with less than 1 year of membership. Any member in good standing with less than 1 year of membership may transfer their membership as provided for in Article II (5).

(8) Death of Member

In the event of the death of a member in good standing, the Club will pay the initial membership fee to the estate of the deceased member.

(9) Limit on Number of Members

The number of active members shall be limited to fifteen (15) per aircraft. If the Club acquires additional aircraft, the membership shall be opened to an additional fifteen (15) members per aircraft purchased.

Article III. Club Government

(1) Board of Directors:

The management of the Club shall be vested in a Board of Directors (the Board) consisting of the President, Vice-President, Secretary, Treasurer, Maintenance Officer, and one Board member-at-large who are elected at the annual meeting of the Club by the membership. The Maintenance Officer shall serve as a voting member of the Board, however, on any votes where a conflict of interest occurs, the Maintenance Officer shall abstain from voting. The other Board members shall determine whether or not a conflict of interest exists for each vote taken. The immediate past-President shall serve for one year as a Board member.

(2) Terms of Service:

The President shall be elected for a one-year term, Vice-President, Secretary, Maintenance Officer, Member-at-Large, and Treasurer shall be elected for terms of two years each. On even years, there shall be elected a President, Secretary, and Member-at-Large. On odd years, there shall be elected a President, Vice President, Treasurer, and Maintenance Officer. The President shall not serve two successive terms.

(3) Vacancies:

The Board shall appoint from the Club membership persons to finish the terms of vacated positions on the Board. If more than half the positions are vacated at one time, a general membership meeting shall be called to elect persons to fill the vacated positions until the terms of office are completed.

(4) Power of the Board:

The Board shall have the power, authority and responsibility for the establishment and enforcement of all rules and regulations pertaining to use and operation of the property of the Club. The Board shall do and perform, or cause to be done and performed, each act, which the Club may lawfully do and perform. The Board shall perform its duties in full recognition of its fiduciary responsibility to the Club members.

- a) Board Meetings - The Board shall meet monthly at a time and place, which shall be published in the monthly newsletter or by electronic means open to all members. All Board meetings shall be open to any member to attend, however, recognition of club members at Board meetings will be at the President's discretion.

(5) Special Meetings:

Special meetings of the Board may be called at any time by order of the President or by the order of any two Board Members. Notice of special meetings of the Board of Directors stating the time and, in general terms, the purpose shall be mailed, emailed or personally given to each Director not later than three days before the day appointed for the meeting. If all members of the Board are present at any meeting, or can participate telephonically, they may transact any business of the Club without previous notice.

- a) The board may use Email authorizations for special purposes such as but not limited to:
 - i. Membership
 - ii. Landing Authorization
 - iii. Maintenance expenditures that exceed the amount listed in Article IV (6)

- b) Notice of any actions taken by email shall be reported at the next regularly scheduled board meeting.

(6) Quorum:

Four members of the Board shall constitute a quorum at all meetings of the Board and the affirmative vote of at least three Board members shall be necessary to pass any resolution or to authorize any act of the Club, except for the acceptance of new members, which requires a 2/3 majority of the full Board.

(7) Records:

The Board shall keep a complete record of all acts and proceedings of the Board meetings. It shall be the responsibility of the Board to keep the membership informed about the condition of the affairs of the Club.

(8) Committees:

The President, subject to approval by the Board, shall appoint all committees. The President shall be a member, ex officio, of all committees. All committees shall report to the Board.

(9) Removal

Any or all Board members may be removed from office by a two-thirds majority vote of members present at a regularly scheduled general membership meeting before which notice has been given to all members that a removal vote will be taken, at which time a replacement Board member(s) shall be elected by a majority vote.

Article IV. Officers

(1) Terms and Succession:

The executive officers of the Club shall be the President, Vice-President, Secretary, Treasurer, Past President, Member-at-Large, and Maintenance Officer. Each of them shall hold office commencing January 1 and until their successors are elected or appointed. In the event of vacancy of the office or incapacitation of the President, the leadership of the Club shall pass to the next available incumbent officer in the succession named herein.

(2) President:

The President shall be the chief executive officer of the Club. He or she shall preside at all general meetings and all Board meetings of the Club. He or she shall be vested with the authority provided by these By-Laws.

(3) Vice-President:

The Vice-President shall assume the authority and perform the duties of the President in the absence or disability of the President or in the vacancy of the office of President. He or she shall otherwise perform those duties assigned by the President.

(4) Secretary:

The Secretary shall keep minutes of the meetings. He or she shall give and serve notices of all meetings as provided in these By-Laws. He or she shall keep a roster of members of the Club. He or she shall maintain copies of the By-Laws and such other records as the Board may direct. He or she shall execute with the President, in the name of the Club, all certificates of membership, contracts and instruments that have first been approved by the Board. In the absence or disability of the Treasurer and under the direction of the President, he or she shall execute in the name of the Club checks for expenditures authorized by the Board. He or she shall perform all other duties incident to the office of the Secretary

subject to control of the Board, and any additional duties assigned by the President.

(5) Treasurer:

The Treasurer shall be responsible for all the financial records of the Club. He or she shall receive and deposit all funds of the Club in a bank selected by the Board. These funds shall be paid out by check as provided by these By-Laws. He or she shall account to the Board and to the Club for all receipts, disbursements and balance on hand. The Treasurer shall perform all duties incident to the office of the Treasurer and any additional duties assigned by the President.

(6) Maintenance Officer:

The Maintenance Officer shall be responsible for maintaining the Club aircraft in a safe and proper operating condition and in compliance with the applicable Federal Aviation Regulations. He or she shall be responsible for all papers required to be carried in the Club aircraft and for the execution of all papers required upon completion or inspections and major repairs. The Maintenance Officer shall authorize all expenditures for maintenance not to exceed \$2000 per repair, either directly or by delegation to certain other members that have been approved by the Board to act for him or her.

(7) Election of Officers:

A President, Vice-President, Secretary, Treasurer, Maintenance Officer, and a Board member-at-large shall be elected at the Annual Meeting. A nominating committee consisting of three members appointed by the President shall meet in advance of the Annual Meeting to prepare a slate of nominees who have consented to serve. This slate of nominees shall be presented at the November general meeting. Other nominees may be proposed from the floor at any general meetings provided that those persons nominated consent to serve if elected.

Article V. Meetings of Members

(1) Calling of Meetings:

Meetings of the membership of the Club shall, except as herein otherwise provided, be held at a time and place determined by the Club President.

(2) Kinds of Meetings:

- c) General - Monthly meetings shall be held on the second Monday of the month unless that day is a holiday, in which case the meeting shall be held on the following Monday.
- d) Annual - There shall be one meeting each year for the election of officers for the next year. This meeting shall be held in the month of December. All members shall be notified in writing or by electronic means open to all members, no later than one week before the meeting is to take place.
- e) Special Meetings - Special meetings of the members may be held at such time and place as the President may determine or may be called by a majority of the Board members or by written petition of at least two members. It shall be the duty of the secretary to call such special meetings within 30 days after receipt of such demand by written notice to the membership. All active members shall be notified in advance of the day on which the meeting is to take place.

(3) Presiding Officer:

In the absence of the Club President, the Vice-President, or in the absence of the President and Vice- President a member of the Board elected as meeting chairman by the members present, shall call the meeting to order and shall act as the presiding officer.

(4) Voting:

Only Full members in Good Standing may vote. A majority vote of the members present shall be required for the adoption of any motion and for the election of officers and Board members. Voting may be by written ballot or by show of hands at the discretion of the presiding officer. At every meeting of the members, each member shall have only one vote. Votes cast by mail will be accepted provided they are received by the Secretary, prior to the meeting when the vote is to be taken.

(6) Quorum:

At any meeting of the members, a quorum shall consist of twenty-five percent of the members who are in good standing.

Article VI. Financial Administration

(1) Property:

Action to acquire or dispose of aircraft shall be a Board decision, and require a vote of the full Board. The Board shall inform the Club membership of the proposed action at least 10 days prior to a regular membership meeting at which the action shall be discussed in advance of any vote of the Board.

(2) Approval of Expenditures:

All expenditures of One Hundred Dollars or more for the purchase of equipment shall require majority approval of the Board.

(3) Assessments:

In the event of a special or emergency situation, the Board may levy a special assessment upon members, subject to ratification by majority vote at a general meeting.

(4) Precedence of Creditors:

Payment of the Club's creditors shall take precedence over obligations owed to members withdrawing from membership.

(5) Surplus Funds:

The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club Treasury. They shall not be distributed to members.

(6) Compensation:

Members of the Board shall not receive monetary compensation for services rendered as Board members. A moderate amount of compensatory use of Club aircraft may be provided for in the Club Regulations, provided that such provisions for compensation have received approval of a majority of the members attending a general membership meeting. Such compensation may also be changed or revoked by a majority vote of the members present at any general membership meeting. The Board of Directors may engage salaried personnel to perform such services in behalf of the Club, as the Board deems appropriate and necessary.

(7) Insurance:

The Board shall constantly maintain adequate insurance coverage in force on all of the aircraft the Club owns to cover public liability and property damage.

(8) Dissolution of the Club:

In the event of dissolution or liquidation of the Club, a share of assets shall be distributed to each member determined by the ratio of the Club's net worth to the total of members' deposits. Distribution shall be made only after all debts of the Club have been paid.

(9) Engine Set-Aside:

The Board shall establish and maintain sufficient financial resources for the purpose of aircraft engine replacement.

Article VII. Investigation of Accidents and Violations

(1) Responsibility:

In the event of an accident involving a Club aircraft, the Board shall hold a hearing to consider the testimony of all concerned. The Board shall then decide the financial responsibility of the member involved in the accident. The decision of the Board shall be final.

(2) Damages:

The Board may impose upon and assess any member involved in an accident:

- a) A deductible in the amount of \$500 or the cost of the repair, whichever is less
- b) Any amount over and above that portion of the damage covered by insurance contracts maintained by the Club.
- c) In those cases where the damage results from a violation not covered by the Club's insurance, the responsible member may then be held liable for the entire amount of the damage.

(3) Terms:

All financial obligations imposed on any member as a result of a decision by the Board shall be satisfied within the terms set by the Board.

Article VIII. Disciplinary Action

(1) Suspension:

A member who, in the opinion of the Board, has been grossly negligent in the operation of Club aircraft or is in default in an obligation to the Club, or is responsible for any action, which is detrimental to the club, may be placed on suspension. A member who is on suspension may not exercise any flying or voting privileges of the Club.

(2) Board Action:

In the event of the suspension of any member, the Board shall hold a hearing within fifteen days to consider the charge on which the member has been suspended and to take testimony from all those concerned. Following the hearing, the Board shall take action to restore the suspended member to Good Standing or to impose a penalty upon that member.

(3) Penalties:

Penalties imposed by the Board upon a member being disciplined may range from a warning to continued

suspension of membership for a stated period of time to outright dismissal from the Club as provided for in Article VIII (4).

(4) Expulsion:

A member may be expelled from the Club by a two-thirds vote at any regular or special meeting of the Board, at which all Board members are present. The member being considered for expulsion shall have the right to be heard either in person or by counsel. A member so expelled shall receive from the Club a sum equal to 50% of the member's membership fee, less any assessment, fine and other monies owing to the Club.

Article IX. Aircraft

(1) Tricycle gear aircraft owned by the Club may:

- a) Be used for primary training/flight lessons for Sport, Recreational or Private Pilot certificate.
- b) Be used for advanced training, ratings and endorsements including but not limited to Commercial, CFI, Instrument, etc.

(2) Tailwheel aircraft owned by the Club may:

- a) NOT be used for primary training/flight lessons for Sport, Recreational or Private Pilot certificate
- b) may be used for advanced training, ratings and endorsements providing the student already holds a pilot Certificate.

Article X. Amendments

These By-Laws may be amended or repealed by a two-thirds majority vote of the members present at a meeting of the membership for which the members have received notice that the By-Laws are on the meeting agenda and a copy of the old language and the proposed changes at least 30 days prior to the meeting at which the vote is taken.