

Texas A&M Flying Club, Inc. By-Laws

(Revised February 2003)

ARTICLE I. --PURPOSE

The primary purpose of the Texas A&M Flying Club, Inc. (“the Club”) is to provide its members affordable flying opportunities using well-maintained aircraft in a safety-oriented environment. The Club will lease or own aircraft suitable for operation and use by its members for business, personal pleasure, or instructional flights; encourage and enable its members to improve their flying skills; promote and advance the use of private aircraft; and provide through the operation and maintenance of its aircraft the most economical flying facilities possible for its members.

ARTICLE II. --MEMBERSHIP

Section 1. Membership shall be classified as active, inactive, flight instructor, and suspended.

Section 2. A flying member carries voting privileges and is defined as a member who has purchased a Flying Membership Share (FMS) or an Instructor Membership Share (IMS), and is on active status. This member is extended privileges to use Club aircraft and equipment as delineated by the Board of Directors (“the Board”) in a statement of Policies and Procedures and in the Aircraft Operating Rules.

Section 3. An inactive member is a flying member who has **in advance** declared in writing his or her intention not to utilize Club aircraft for a period of at least four months and at most twelve months. An inactive member will be charged inactive dues, the cost of which is set by the Board. An inactive member carries voting privileges and is able to participate in all club activities EXCEPT the operation of Club aircraft.

Section 4. A suspended member is denied all privileges of membership. A member will be suspended for non-payment of dues or of flying charges, for reckless or dangerous behavior, or failure to meet his or her duties within the Club. A member may also be suspended for violation of Club Policy as determined in a hearing convened by the Board in response to the alleged violation. When feasible, violations of Club Policy will be documented via e-mail or letter. Club Policy refers to the By-Laws, Policies and Procedures, and Aircraft Operating Rules, collectively.

Section 5. A member may be suspended for a period of up to sixty days by action of the Board of Directors. At the end of that time, the Board must either re-suspend, reinstate, or expel the member.

Section 6. The Board of Directors may, after notice and hearing, determine that a member should be expelled. A hearing shall be held if the member specifically requests one. If the member does not request a hearing, the Board may convene a hearing at its discretion. The member will then be informed of the time and place of the hearing. Expulsion shall take effect immediately upon a vote to that effect by a majority at any meeting of the Board of Directors. If a member is expelled from the Club because of a violation of the Federal Aviation Regulations (FAR) or of Club Policy, that member automatically forfeits any FMS refund that would otherwise have been due him/her. At the discretion of the Board, expulsion from the Club for other reasons may also result in forfeiture of the FMS if the expelled member's actions resulted in financial loss to the Club.

Section 7. Any Club member expelled from the Club under Section 6 above shall be barred from re-admission to the Club for a period of five years commencing on the date of expulsion.

Section 8. Decisions with respect to admission of members into the Club shall be made without regard to race, gender, ethnicity, religion, or handicap.

ARTICLE III. --BOARD OF DIRECTORS

Section 1. The powers, business, and property of the Club shall be exercised, conducted, and controlled by the Board of Directors. The membership shall elect a President, Vice President of Business Operations, Vice President of Public Relations, and Treasurer at the annual meeting in April. All of the elected positions must be filled with current students of Texas A&M University, each of whom must comply with the grade policy set forth by the university. This policy is as follows:

“The officers of this organization must meet the following requirements:

(a) Have a minimum grade point ratio (GPR) as stated below and meet that minimum GPR in the semester immediately prior to the election/appointment, the semester of election/appointment and semesters during the term of office.

1. For undergraduate students, the minimum GPR is 2.00. In order for this provision to be met, at least six hours (half-time credits) must have been taken for the semester under consideration. In one limited circumstance, summer semester hours may be applied to this provision. In order for summer coursework to qualify toward a grade point ratio *prior* to election/appointment, at least six credit hours must have been taken during the course of either the full or two summer session(s).

2. For graduate level students the minimum GPR is a 3.00. In order for this provision to be met, at least four hours (half-time credits) must have been taken for the semester under consideration. In one limited circumstance, summer semester hours may be applied to this provision. In order for summer coursework to qualify toward a grade point ratio *prior* to election/appointment, at least four credit hours must have been taken during the course of either the full or two summer session(s) unless fewer credits are required as they complete the final stages of their degree.

(b) Be in good standing with the university and enrolled:

1. at least half time (six or more credit hours), if an undergraduate student (unless fewer credits are required to graduate in the spring and fall semesters) during the term of office, and
2. at least half time (four or more credits), if a graduate level student (unless fewer credits are required in the final stages of their degree as defined by the Continuous Registration Requirement) during their term of office.

(c) Be ineligible to hold an office should the student fail to maintain the requirements as prescribed in (a) and (b).”

These four elected Board Members shall appoint, within one calendar month of their election, a Secretary, Purchasing Agent, Accounts Manager, *Flightline* editor, Property Maintenance Manager, and Aircraft Maintenance Manager. In addition, the four elected members may, at their discretion, appoint two additional Directors as needed. The appointed Directors do not have to be current students. All of these Directors will serve for a period of one year beginning on the date of their election/appointment. The Faculty Advisor shall serve as a member of the Board.

A CFI Board Representative will be elected by the Club CFI's at the quarterly CFI Safety Meeting closest to the date of the annual general club meeting. This representative will serve for a period of one year beginning on the date of his/her election.

Section 2. In the event an elected member of the Board of Directors leaves the Board, the remaining elected Directors shall fill such a vacancy by appointment within one calendar month of the vacancy. Such appointed Directors must be confirmed by a majority vote of flying club members in attendance at a regular membership meeting within two calendar months, or the next regular membership meeting. If the appointed Director is not confirmed as prescribed, the Board shall fill the vacant position by calling an election at the next monthly

membership meeting. If a Director misses more than three consecutive regular monthly meetings, without due cause and prior notice, his/her position on the Board will be considered vacant.

Section 3. A majority of Directors shall constitute a quorum of the Board at all meetings and an affirmative vote of a majority of the Directors present shall be necessary to pass any resolution or authorize any act of the Club.

Section 4. Written minutes shall be kept of all Directors meetings. Copies of the minutes shall be available for inspection by all members and a summary of Board action shall be presented at each membership meeting. Regular meetings of the Board shall be announced in the *Flightline* and are open for attendance by all Club members.

Section 5. Regular meetings of the Board of Directors shall be called by the President. It shall be the policy of the Club that the Board shall meet at least once per month. Special meetings of the Board may be called at any time by the President or by two Directors. Notice of a meeting stating the time, place, and general purpose shall be given to each Director not later than one day prior to the meeting date. Major business may be transacted without previous notice only if six or more Directors are present at a meeting.

Section 6. The elected Board Members shall authorize an unbiased party to perform a financial audit of all Club records on a regular basis. The report will be presented at a regular club meeting. A special audit may be instituted at any time at the discretion of the Board.

Section 7. The Board 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, any and every act which the Club may lawfully do and perform.

Section 8. The entire Board of Directors or any individual Director may be removed by a majority vote at a regular membership meeting. However, a motion for removal shall be made and considered only after a petition for removal signed by more than twenty percent of the voting members has been presented at the preceding regular membership meeting.

Section 8. The advisor to the Texas A&M Flying Club shall be a Texas A & M University employee as defined by the Human Resources Department. The advisor will be willing to obtain an appropriate level of experience, resource information and knowledge related to the mission, purpose and activities of the club.

The advisor will regularly attend executive and general meetings. They will be available for consultation outside of these meetings.

The advisor will assist the organization with the development of goals and objectives for the academic year. The advisor will also assist the organization with event planning and facilitation. When necessary, the advisor will be willing to attend events when necessary as identified through the planning process.

The advisor will be aware of the University Student Rules and will assist the organization with adherence to these expectations.

If for any reason the advisor is no longer willing and/or able to fulfill the responsibilities, they will formally communicate this to the student organization and the Department of Student Activities in writing. The organization will then determine the appropriate course of action for replacing the advisor.

ARTICLE IV. --OPERATING DIVISIONS

Section 1. The Club shall maintain at least three operating divisions with an elected or appointed member of the Board serving as head of each division. The divisions will include Business Operations, Membership and Social Activities, and Maintenance Operations. The Club President shall serve as presiding officer for Club meetings. The Faculty Advisor shall act as a representative of, and a liaison to Texas A&M university; speaking on behalf of the policies, guidelines and regulations pertaining to club operations. The advisor has no responsibility for the daily operation of the club unless required by board decision. Job descriptions of all Board positions are maintained at the Clubhouse. These job descriptions shall be reviewed, updated, and approved by the President and Faculty Advisor on an annual basis.

Section 2. Each division shall establish a system of assistants and crews as necessary to carry out the specified function of the division.

Section 3. The Business Operations division shall be responsible for the financial operations of the Club. This division is responsible for billing members for monies due, paying all expenditures, maintaining accurate records of the Club's finances, and planning for future expenses. The Purchasing Agent, Treasurer, Accounts Manager, and Secretary shall be under the direction of the Vice President of Business Operations.

Section 4. The Maintenance Operations division shall be responsible for coordination of all maintenance activities on Club aircraft, equipment, and the Clubhouse. All aircraft will be maintained in accordance with applicable Federal Aviation Regulations. The Property Maintenance Manager shall be responsible for maintenance and upkeep of the Club building and grounds. The Aircraft Maintenance Manager oversees aircraft maintenance operations and represents the Board in directing maintenance services to be performed on Club aircraft by the Club Aircraft Mechanic(s) (“Club A&P(s)”) and by outside contractors.

Section 5. The Membership and Social Activities division shall be responsible for the recruitment and signing up of new Club members, communicating information, and generating and publicizing Club activities.

Section 6. The Chief Flight Instructor and the CFI Board Representative shall together, under the direction of the President, head operations relating to flight safety and pilot training. Deviations from safe flying practices by Club members will be examined by the Chief Flight Instructor and CFI Board Representative, and if necessary, appropriate action shall be recommended to the Board of Directors. Also, the Chief Flight Instructor and CFI Board Representative shall be responsible for all CFI(I) checkouts in accordance with current Club CFI selection criteria.

ARTICLE V. --CLUB MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Club, for the election of members of the Board, shall be held during the month of April, at such a time and place as the Board shall determine. Notice of the annual meeting shall be given by mail to each member at his/her last known address, at least ten days before the meeting. The President shall preside at the annual meeting. Any current student of Texas A&M University who is also a member of the Club in good standing may stand as a candidate for election to the Board upon being nominated and seconded by voting members. A majority vote of the members present is necessary for the election of a member to the Board. The election shall be held by written ballot.

Section 2. OTHER MEETINGS. All meetings of the Club aside from the annual meeting shall be held at a time and place as determined by the President. A general meeting shall be held once each month, except during the months of June, July, and August. The President shall also preside at these meetings, or designate the person who is to preside. A majority vote of the members present is necessary for the authorization of any Club business subject to membership approval.

ARTICLE VI. --FINANCE

Section 1. In the event of damage to any equipment operated by the Club, except where provided for elsewhere in the Club regulations, the following specific rules shall apply:

a. If any incident or accident is caused through carelessness or negligence on the part of a Club member as determined by the Board, the member at fault shall be responsible for the uninsured portion of the damages to Club property.

b. In the event the person at fault is not able to pay immediately the total damages, then the remaining balance of the damages shall be paid for by the person at fault in a manner arranged with the Board.

Section 2. No member of the Club shall be authorized to make purchases in the name of the Club except by order of the Board or as set forth in Club Policy as approved by the Board.

Section 3. The billing of Club members shall be monthly and members whose accounts are delinquent, as determined by the Business Operations division, shall be suspended or grounded.

Section 4. The Club shall maintain its records and cash accounts as directed by the MSC Student Organization Finance Center. All sums received by the Club whether in cash or other forms shall be invariably deposited in such accounts. The authorized signatures for disbursement shall be any two of the Faculty Advisor, the President, and the Treasurer. Officials authorized to sign checks shall not be directly related by blood or marriage. Each check shall state the purpose of payment and shall be supported by appropriate documents. Signature by the designated Director shall constitute his/her assertion that he/she has seen the supporting documents and that they bore evidence of approval of the Club official designated by the Board to approve expenditures for the purpose and amount shown. Under emergency conditions only, the Club Advisor alone may authorize disbursements as permitted by Student Organization Finance Center rules.

Section 5. It shall be the responsibility of the members of the Business Operations division to maintain proper bookkeeping records. The supporting documentation for each expenditure shall be kept as a unit and identified by date and check number of the check issued in payment. The Treasurer shall make a report to the Board of all income and expenditures for the preceding month, or as demanded by the Board at a reasonable hour. It shall be the policy of the Club to make payments on invoices, not verbal statements.

Section 6. The Business Operations division shall ensure that a full audit of all financial records of the Club takes place on a regular basis. Volunteer labor may be utilized, provided that the person overseeing the audit is not the Club bookkeeper nor a Board member, and is not involved with Club operations or finances. A written report shall be prepared detailing the audit results and that report shall be presented to the Board within 60 days of the start of the audit.

ARTICLE VII. --FLYING OPERATIONS AND MAINTENANCE

Section 1. Flying operations shall be conducted in accordance with Federal Aviation Regulations and the Policies

and Procedures and Aircraft Operating Rules published by the Board of Directors.

Section 2. All maintenance shall be done in accordance with F.A.A. regulations.

Section 3. In order to maintain positive control of inventory, all maintenance must be documented, in addition to the FAA required logbook entry, Form 337, or STC, in the form of work orders completed and managed by the Aircraft Maintenance Manager. These completed work orders serve as both a record of inventory and maintenance activity.

Current inventory of supplies, aircraft parts and clubhouse maintenance materials shall be maintained by the Business Operations division. Aircraft-related inventory and supplies shall generally be acquired by the Purchasing Agent or as designated by the Vice President of Business Operations. To properly account for operating costs and expenses on each club aircraft, the source and disposition of each item in inventory shall be maintained by the Vice President of Business Operations or an appointee of the Vice President's designation.

Aircraft in inventory shall be appraised on an annual basis by club officers using valuation resources available to the aviation community. In the event of a significant change in an aircraft's condition due to accident, abuse or neglect, an appraisal shall be done prior to the commencement of any repairs.

All inventory records shall be available for inspection by any member at the Club's offices. Questions concerning inventory, flying operations and maintenance shall initially be directed to the Vice President of Business Operations. If applicable issues are unable to be resolved within the Business Operations division, such matters may be brought to the full Board's attention at any General or Board Meeting by any Club member.

ARTICLE VIII. --FLIGHT TIME RATES

Section 1. Flight time rates shall be determined by the Board, with due regard to actual cost of operations. These rates shall be reevaluated at least once each year.

Section 2. For multiple-day flights the minimum number of hours to be charged per twenty-four hour period for each type of aircraft shall be determined by the Board and shall be set forth in the Aircraft Operating Rules. The Board shall also determine the special circumstances (if any) required for the waiving of the minimum daily charge.

ARTICLE IX. --LIABILITY OF THE MEMBERS

Section 1. The Club shall at all times cover, or have covered, all aircraft with hull insurance against ground and flight damage, and shall carry property damage and public liability insurance to protect the Club and the members against liability, actions, suit for damages, or judgments of third persons or members. The Club will also carry insurance for injuries and medical expenses of the pilot and passengers. The insurance shall be adequate in the judgment of the Board, and the amounts and type of coverage shall be published.

Section 2. The individual member shall be responsible for the safe operation of the Club aircraft. In the event of damage to a Club aircraft, its engine, or equipment which damage is, in the judgement of the Board of Directors or of the National Transportation Safety Board, due to negligence, carelessness, or poor technique on the part of the member, such member shall be liable for the damage sustained and may be assessed the uninsured portion of the cost of repair or replacement of Club property.

Section 3. In the event of accident, incident, or loss of Club equipment, for which liability may be assessed under Section 2 of this article, the Board may appoint an Accident Investigation Board consisting of three members and must do so at the request of the person(s) involved. This Board shall then investigate and report its findings to the Board of Directors. The Board of Directors shall then take whatever action is deemed appropriate under Sections 2, 3 and/or 4 of this article.

Section 4. In the event that a member is found by the Accident Investigation Board to have caused accident, incident, or damage to Club equipment through or by reason of gross negligence or willful violation of any law, regulation, or rule of the Federal Government, of any state, or of the Club, or while under the influence of intoxicating liquors or drugs, the member or his/her estate will be held liable for the entirety of such accident, incident, or damage to Club property.

Section 5. Each member, upon joining the Club, agrees to be legally liable as defined in Article IX, Sections 2,3, and 4 of these By-Laws, and for payment of all charges and dues incurred by the member for Club equipment used.

Such liability acceptance shall be attested to in writing as part of application for membership.

Section 6. The individual pilot/club member is required to obtain from his/her non-club member passengers, a completed and duly signed and witnessed Passenger's Notification of Risk and Release of Liability Form.. These forms are available in the Clubhouse office, and completed forms are to be placed in the designated file tray, also found in the Clubhouse office.

Section 7. The Current Insurance Policy and coverage must be included to or attached to the Operations Manual. This insurance policy must provide at least \$1,000,000 coverage per occurrence. All members are responsible for being familiar with the coverage.

ARTICLE X. --AMENDMENTS

Amendments to these By-Laws shall be considered by the membership on the presentation of a petition requesting such changes signed by ten percent of the voting members or upon recommendation by the Board. The petition or recommendations will be read to the membership upon presentation, and a vote will be taken on the proposed amendment at the meeting following the initial reading. Passage of the amendment requires a 2/3 vote of the active members present. Amendments become effective immediately upon acceptance by the membership.

All Club Policy shall be revised at least annually by the Board of Directors. Such revisions shall be made at a meeting of a quorum of Board Members, and all such revisions shall become effective immediately upon acceptance by such quorum.

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