

**T-CRAFT AERO CLUB, INC.
CONSTITUTION & BYLAWS**

Revised 3/29/2005

ARTICLE I – NAME

- 1) The name of this corporation shall be “THE T-CRAFT AERO CLUB, INC.” It shall be a non-profit organization.

ARTICLE II – PURPOSE

- 1) The corporation shall own and operate one or more aircraft for its members in conjunction with their education as pilots, offering an economical opportunity for student pilots and certificated pilots to further their interest and endeavors through organized activity.
- 2) The corporation shall promote and provide educational programs for the development of aviation knowledge for all members.
- 3) The corporation shall promote, enhance and encourage safe and responsible flying practices.
- 4) The corporation shall provide and regulate any program or activity pertaining to flying that would contribute to the well being of the corporation and its members.

ARTICLE III – MEMBERSHIP

- 1) Membership within the corporation and their attendant definitions, fees, qualifications, requirements, rights and privileges shall be as set forth in the remainder of this section, and are available, through application for CLASS I and CLASS II categories. The minimum age of an active member shall be sixteen (16) years of age. An active member is as described in Article IV.
 - a. Resignation of membership- If less than two years, no refund of membership fee. After two years, a member in good standing shall receive 75% of membership fee upon resignation.
 - b. Class I member – each individual application for a Class I membership shall pay a membership fee of Five Hundred Dollars (\$500.00) and upon corporation approval shall be entitled to a Class I membership. Class I members have voting rights, may operate non-complex corporation aircraft (fixed-pitch propeller and fixed landing gear) and may serve as a corporation officer or Director.
 - c. Class II member – each individual applicant for a Class II membership shall pay a membership fee of Eight Hundred Dollars (\$800.00) and upon corporation approval shall be entitled to a Class II membership. Class II members have voting rights, may operate any corporation aircraft and may serve as a corporation officer or Director.

- i. Any member prior to September 30, 2003 wishing to advance from Class I membership to Class II membership shall pay an additional fee of One Hundred Fifty Dollars (\$150.00) and shall be entitled to a Class II membership.
 - ii. Any member wishing to advance from Class I membership to Class II membership shall pay an additional fee of Three Hundred Dollars (\$300.00) and shall be entitled to a Class II membership.
- 2) Application for membership in this corporation shall be made on an application for membership form.
- 3) Acceptance for membership in this corporation is as follows: Upon receipt by the Board of any application for membership, that application and applicant shall be reviewed and interviewed, respectively, and acted upon by a quorum of the Board. Upon an affirmative review by the Board, the respective applicant shall receive temporary active status with the corporation until his application is voted upon by the membership at the next regular meeting. A two-thirds (2/3) affirmative vote of the membership present at that meeting is required to accept the applicant as a duly qualified member.
- 4) Removed
- 5) Disciplinary Action: All members shall operate aircraft and equipment and conduct themselves according to the Federal Aviation Regulations and the Bylaws and policies of this corporation. Deviation from these, other than for an emergency, shall be brought to the attention of the Board and may be cause for disciplinary action and/or suspension or dismissal from the Club with all rights and/or privileges forfeited. Any such member may appeal said decision at a regular or special Board meeting.
- 6) Involuntary Membership Termination: When the Board determines that an individual's membership is not in the best interest of the corporation, that membership may be terminated by a three-fourths (3/4) vote of the Board members present and voting, provided further that prior to such meeting the member in question receive at least fifteen (15) days prior written notice of the meeting and then be given an opportunity to show cause why membership should not be terminated. Upon termination, there will be no refund of membership fees.
- 7) Voluntary Member Resignation: A member may choose to leave the Club at any time.

ARTICLE IV – FEES, DUES AND ASSESSMENTS

- 1) Payment of membership application fees as set forth in Article III, Paragraph 1, shall be a prerequisite to the consideration of the application for membership in this corporation.
- 2) An active member is one who has paid membership application fees, is medically capable of operating aircraft and is not in Delinquency Suspended Status.

- 3) An inactive member is one who has been accepted as a member who is not on active flying status.
- 4) Flying fees shall be assessed by the corporation in accordance with current policies and said fees shall be credited toward flying time. Hobbs Meter readings shall be used to determine a member's obligation to the corporation for time flown in corporation aircraft.
 - a. All flying fees are due on or before the tenth (10) day of the month following the billing.
 - b. Any member whose fees have not been received within the thirty (30) days following the due date shall be deemed delinquent, not in good standing, and suspended from flying status, referred to as delinquency suspended status. Payment of all due fees in full shall be required of delinquency suspended member to return to Active Flying Status. Additionally, any member deemed habitually delinquent by the Board, shall be given written notice of decision, which may include, but not limited to, relinquishing membership.
 - c. Any member whose delinquency extends for more than three (3) months shall be given written notice by certified mail to appear before the Board concerning the matter. Failure to contact the Board within thirty (30) days after written notice has been given shall automatically terminate such membership with NO refund of fees.
 - d. If any delinquent member should show cause for further consideration, the Board shall have the authority to temporarily suspend any portion of sub-sections A or B as shall suit the case of the individual concerned.
 - e. Any member, who shall find him or herself unable to remain on active flying status, may petition the Board for an inactive status. The inactive member shall pay the current monthly dues less the minimum flying charge. If dues become delinquent for a period of one (1) year, the membership will be terminated with no refund of original membership cost.

The above-mentioned dues, penalties and actions may be waived by the Board.

ARTICLE V – REMOVED

ARTICLE VI – MEMBERS OF THE BOARD

- 1) OFFICERS: Elected officers of this corporation shall be President, Vice-President, Secretary and Treasurer.

- a. **PRESIDENT:** The principal duties of the President shall be to preside at all meetings, direct and supervise the affairs of this organization, make such appointments as may be required, and make an annual report of this corporation to the members thereof. He shall be required to perform other duties, which may be referred to him by the Board or be deemed proper in the management of his office. The President may invoke Roberts Rules of Order if deemed necessary in order to carry out the business of the club.
 - b. **VICE-PRESIDENT:** The Vice President shall be charged with the duty of acting in the absence of the President, as the President pro-tem of the organization.
 - c. **SECRETARY:** The Secretary shall be charged with keeping such records as may be required in the normal course of business and any such additional duties as may be required by law or by the Board. He shall give notice of all meetings, keeping all meeting minutes, and shall be custodian of all official records of the organization.
 - d. **TREASURER:** The Treasurer shall keep record of and report all detail to the corporation all sums received and expended, all out-standing obligations and such matters as may be deemed proper in handling corporation funds. The treasurer shall be bonded as set by policies herein.
- 2) **DIRECTORS:** The Directors shall be vested with the governing control of the corporation as pertaining to the direction and general conduct of the activities, operations, affairs, growth and well being of this organization.
 - 3) **BOARD:** The Board of this corporation shall consist of four (4) Directors and Officers. All shall serve as voting members of the Board.
 - 4) No member of this organization may hold more than one office at a time.
 - 5) A quorum of the Board shall consist of a majority of the board members including the President or Vice President, not including vacant positions. Such quorum shall be necessary to conduct Board functions.
 - 6) The said officers of this corporation shall perform such additional duties as may be imposed or required by the Bylaws and /or policies.
 - 7) All checks drawn against the account of this corporation must be signed by the Treasurer together with the President or Vice President.
 - 8) Any member of the Board not performing their duties as assigned, shall be subject to removal by a majority vote of the Board.
 - 9) The President shall cast a tie breaking vote of the Board if necessary.

ARTICLE VII – QUALIFICATIONS FOR OFFICE

- 1) Any individual member in good standing shall be considered qualified to be elected or appointed to any office of this corporation.

ARTICLE VIII – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- 1) At least thirty (30) days prior to the annual meeting of the corporation, the President shall appoint a nominating committee consisting of a Chairman and two additional members of the organization, not a current Director, nor a current officer of the corporation.
- 2) Duties of the nominating committee: At the annual meeting of the corporation the nominating committee shall present the nominees for each of the elected offices as set herein. The nominating committee in cooperation with the President shall conduct the election of said officers during the annual meeting.
- 3) Nominations: Nominations shall be submitted by the nominating committee and/or by open nomination from the floor during the annual meeting.
- 4) Election of Officers and Directors: All officers and directors shall be elected by a simple majority vote of the membership present during the annual meeting of the organization.
- 5) Administrative Period:
 - a. The President and Vice-President shall be elected to serve for a period of one (1) year, beginning and ending during the annual meeting.
 - b. The Directors shall be elected one (1) each year and shall serve for a period of four (4) years EXCEPT as provided herein due to a need to fill a vacancy. The Director's term of office shall begin and end with the annual meetings of the corporation.
 - c. The Secretary and Treasurer shall be elected to serve for a period of two (2) years each.
- 6) Filling a Vacancy:
 - a. President: If a vacancy shall occur in the office of the President, the Vice-President shall fill that vacancy and assume all duties.
 - b. Vice-President: If a vacancy shall occur in the office of Vice-President, the Board shall appoint a member in good standing to fill this office and assume all duties.
 - c. Secretary and/or Treasurer: If a vacancy shall occur in the office of Secretary or Treasurer, the Board shall appoint a member in good standing to fill these offices and assume all duties.

- d. Directors: If a vacancy shall occur in one or more Directors positions, the President shall appoint a member(s) in good standing to fill the vacancy(ies).
- e. Term of Vacancy Appointments: The term served by an appointed office shall be until the next annual meeting immediately following the appointment. At such time any or all such vacant office(s) shall be filled through election by the membership of this corporation. Such election shall choose a member to fulfill the remainder of the original term of the office vacated.

ARTICLE IX – COMPENSATION

- 1) The corporation shall compensate all members for their time for special services rendered to the Club, as determined by the Board, and to the members of the Board who effectively accomplish their assigned duties. One free hour of flying as awarded by drawings and sponsorship of new members may also be included.
- 2) All members in good standing who perform a special service shall be considered eligible to receive compensation.
 - a. Board members shall regularly attend board and general membership meetings.
 - b. Board member shall sign an agreement and statement of understanding regarding the terms and conditions of such compensation. The agreement and statement of understanding may only be changed by a majority vote of the general membership; having received advanced notice of proposed changes as required by Article XI.
- 3) Compensation shall be in the form of flying credit amounts added to the member's account. Board members shall receive the additional amount of \$40.00 per month above the amount of monthly dues and minimum flying charges
- 4) The Club shall issue a Form 1099 to any member that receives compensation over the amount as required by law.
- 5) Board members shall be allowed reimbursement for aircraft fuel receipts rather than applying the amount as an account credit.
- 6) Flying credit amounts are issued on a "use it or lose it" basis and shall not be and are not transferable in any form.
- 7) All members shall only be allowed refund of positive credit balance for amounts paid in advance.

ARTICLE X – MEETINGS

- 1) Annual Meeting: The annual (election) meeting of this corporation shall be the last Tuesday in January of each year at a time and place designated by the President.
- 2) Membership Meetings: The membership meetings shall be held monthly on the last Tuesday of each month except the months of June, July and August. Meeting dates may be waived or changed because of conflicting holidays and/or important business pertaining to the organization.
- 3) Board Meetings: The Board shall hold open meetings on the second Tuesday of each month at a time and place set by the President.
- 4) Special Meetings:
 - a. Special membership meetings may be called if cause is shown, by the President or Secretary provided notice is given to the membership not less than five (5) days prior to the meeting.
 - b. A special Board meeting may be called by the President or Secretary provided notice is given to said members not less than eight (8) hours prior to said meeting. Any cause for emergency action may waive the eight (8) hour prior to notice.
 - c. The President shall have the authority to call an executive session to deal with sensitive issues.
- 5) Programs: Any person or persons wishing to present a program during the meeting of this organization shall be required to obtain prior approval of the President.

ARTICLE XI – AMENDMENT OF CONSTITUTION AND BYLAWS

- 1) These Bylaws may be amended at any meeting of this corporation upon the affirmative vote of the majority of the members attending said meeting provided that copies of any proposed amendment for consideration at such meeting shall have been mailed out to each member at least thirty (30) days prior to said meeting.
- 2) Amendment by 2/3 vote: Upon recommendation by two-thirds (2/3) vote of the Board, an amendment may be submitted without notice required by Section 1 to the membership at any membership meeting. Such proposed amendments must be approved by a two-thirds (2/3) affirmative vote of the members present at said meeting.

ARTICLE XII – RIGHT OF PETITION

- 1) The membership shall hold the right to petition for review and vote on any action taken by the Board. Such petition shall be in written form, stating the action in question, signed by ten (10) members in good standing and be submitted to the President or Secretary not less than seven (7) days prior to any stated membership meeting.

ARTICLE XIII – CORPORATION POLICY

- 1) In the conduct of the corporation's activities and interest, managerial direction shall be set forth in written form when deemed necessary by the Board and shall be known as Corporation Policy. Such Policy shall be documented in the T-CRAFT AERO CLUB, INC., Policy Manual
 - a. Corporation Policy shall be set forth by the Board, provided further that ALL Board members, not including vacant positions, must vote on proposed Policy instead of a quorum.
 - b. No Corporation Policy may be set forth which is in any way contrary to the Bylaws of this corporation.

ARTICLE XIV – DISSOLUTION

- 1) Dissolving of this corporation shall be after a special meeting of the General Membership designated solely for liquidation purposes and in accordance with Idaho Statutes.

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