

Alameda Aero Club Club Bylaws

Revision Effective 01 OCT 2024

ARTICLE I – PURPOSE

1. The purpose of this Club shall be to provide for its members convenient means for flying at the most economical rates.

ARTICLE II – MEETINGS OF MEMBERS

1. All meetings of the members, except as herein otherwise provided, shall be held at a place to be determined by the President.

2. Meetings of the Club shall be held at least quarterly at such time as the Board of Directors shall determine. The meeting held in the Fall shall be the Annual Meeting of the Club for purposes of election of Directors.

3. Notice of the meetings of the members shall be posted on the Club website/web scheduler in a timely manner.

4. 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 Directors or by written petition of at least twenty-five (25) members. It shall be the duty of the Secretary to call such meetings within thirty (30) days after such demand. Notice of special meeting of members, stating the time and in general terms the purpose thereof, shall be given in a like manner as the notice required for the regular meetings.

5. The President, or in his absence the Vice-President, or in the absence of the President and Vice-President, a Chairman elected by the members present shall call the meeting of the members to order and shall act as the presiding officer thereof.

6. At any meeting of the members, a quorum shall consist of ten percent (10%) of the active members who are in good standing. At every meeting of the members, each active member shall have only one vote. Inactive members shall not have a vote. A majority vote of the active members present is necessary for the adoption of any resolution and for the election of a member to the Board of Directors.

ARTICLE III – DIRECTORS

1. The powers, business and property of the Club shall be exercised, conducted and controlled by a Board of Directors which shall consist of no less than three (3) nor more than eleven (11) members. The Board of Directors may fix the number of Directors from time to time.

2. Each director shall be elected annually from the membership of the club at the annual Fall meeting of the members.

3. The Board of Directors shall appoint one member, not currently a member of the Board, who will organize a panel of members, none of whom include active Board members, to provide a list

of candidates for the next Board of Directors. This panel will submit its list of candidates to the membership in the Club website/web scheduler at least one month prior to the annual Fall meeting date. The membership will be advised that write-in candidates will also be accepted.

4. No later than one month after the annual election of Directors the newly elected Directors shall hold a meeting and organize by the election of a President, Vice-President, Secretary, Treasurer, Maintenance Officer, and such other officers as the Directors may determine.

5. Each member of the Board of Directors shall serve without any compensation or reward.. Each Director shall be indemnified by the Club for any and every act which the Club may lawfully do and perform.

6. Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President. A simple majority of the Directors elected shall constitute a quorum of the Board at all meetings and affirmative vote of at least a majority of the Directors present shall be necessary to pass any resolution or authorize any act of the Club. Meetings of the Directors may be held by telephonic or other electronic means, provided that all Directors shall sign an approval of the minutes of such meetings.

7. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of a majority of the Directors. Notice of special meetings of the Board of Directors stating the time and, in general terms the purpose shall be posted on the Club website/web scheduler not later than three (3) days before the day appointed for the meeting. If a quorum of the Directors shall be present at any meeting, any business may be transacted without previous notice provided that each of the Directors not present shall sign an approval of the minutes thereof.

8. Parliamentary procedures will be followed and minutes will be kept at Board of Directors meetings. The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings and to present a full statement at any special meeting of the members, showing in detail the condition of the affairs of the Club.

9. The Board of Directors 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.

10. The Board of Directors may engage salaried personnel or outside contractors to do and perform such services on behalf of the Club as the Board deems appropriate and necessary.

11. The Board of Directors may assign to any member any duty or office which the Board deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in these bylaws.

12. If any Office, other than that of President, becomes vacant for any reason, the President shall appoint an interim successor until such time as the Board of Directors shall elect a successor from the membership who shall hold office for the unexpired term. If the Office of President becomes vacant, the Vice-President shall become President and the Board of Directors shall elect a new Vice-President from the membership.

ARTICLE IV – PRESIDENT

1. The President shall be the Chief Executive Officer of the Club. He/She shall preside at all meetings of the Club and the Board of Directors. He/She may call any special meeting of the members or the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, and shall execute with the Secretary, in the name of the Club, all contracts and instruments which have been first approved by the Board of Directors.
2. The President shall be responsible to the Board of Directors for the operation of the Club. He/She shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all members for each type of flight operation. He/She shall recommend for approval to the Board of Directors all operational rules of the Club and shall report with recommendations all violations of such rules by any member of the Club.
3. The President shall co-sign all checks in excess of \$15,000 executed in the name of the Club.

ARTICLE V – VICE-PRESIDENT

1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.
2. The Vice-President shall also perform such duties connected with the operation of the Club as he/she may undertake at the suggestion of the President.

ARTICLE VI – SECRETARY

1. The Secretary shall keep the minutes of all proceedings of the Board of Directors. He/She shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. He/She shall keep the book of bylaws, and such other books and papers as the Board of Directors may direct. He/She shall execute, in the name of the Club, contracts and instruments which have been first approved by the Board of Directors.
2. The Secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board of Directors.
3. The Secretary shall also perform such duties connected with the operation of the Club as he/she may undertake at the suggestion of the President.

ARTICLE VII – TREASURER

1. The Treasurer, or, if he/she is unable, the President (or other Board member designated by the President) shall sign, in the name of the Club, all checks for the expenditures authorized by the Board of Directors and shall co-sign with the President (or other Board member designated by the President) checks in excess of \$15,000.
2. The Treasurer shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board of Directors, and shall be responsible for the timely filing of State and Federal tax returns for the Club.
3. The Treasurer, or his/her designate, will provide a regular report of the financial status of the Club to the Board of Directors.
4. The Treasurer shall also perform such duties connected with the operation of the club as

he/she may undertake at the suggestion of the President.

ARTICLE VIII – MAINTENANCE OFFICER

1. The Maintenance Officer, or his/her designates approved by the Board of Directors, shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certificated aircraft and power plant mechanic, and for obtaining all inspections, major overhauls and for compliance with all Airworthiness Directives for the aircraft.
2. The Maintenance Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.
3. The Maintenance Officer, or his/her designates approved by the Board of Directors, shall be responsible for maintaining current information in the logbooks of the aircraft.
4. The Maintenance Officer may authorize work on Club aircraft in amounts up to \$5,000.
5. The Maintenance Officer may designate, and the Board of Directors approve, plane captains from among the Club general membership. Plane Captains may authorize expenditures up to \$500 for routine maintenance without the prior approval of the Board of Directors.

ARTICLE IX – SAFETY BOARD

1. If damage is incurred to an aircraft or to Club equipment, the responsible pilot shall provide a written statement to the Board of Directors. The Board of Directors will then decide whether or not to convene a Safety Board.
2. If convened, a Safety Board shall consist of such members of the Club as designated by the Directors who were not involved in the accident.
3. The Safety Board shall take all steps necessary to ascertain the facts, conditions and circumstances of the accident; shall arrive at conclusions regarding the probable cause and the responsibility for said accident; and shall make known to the Board of Directors, and to all parties involved in the accident, its findings in the form of a written report.

ARTICLE X – HEARINGS

1. The Board of Directors, upon receipt of the findings of the Safety Board shall offer to all parties involved in the accident the opportunity of a hearing. Members accept financial responsibility for all damage to Club aircraft due to fault or negligence, while operating or attempting to operate, up to the amount of the Club's deductible for any one accident. The exceptions are in cases of routine mechanical problems/failures or in the instances stated in Section 2 of this Article. However, after the hearing, or if such hearing is waived by all parties involved in the accident, the Board of Directors has the authority to reduce financial responsibility of the member if there are extenuating circumstances. The decisions of the Board of Directors shall be final.
2. The Board of Directors shall not impose financial responsibility on any one member in excess of the Club's deductible for any one accident, unless the damage results from a violation which is not covered by insurance carried on the aircraft; then the party responsible for the damage

shall be liable for the full amount.

3. All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within thirty (30) days of written notice.

ARTICLE XI – MEMBERSHIP

1. New members may be admitted to the Club only after being approved by two-thirds (2/3) of the Directors. Membership shall be limited to fifty (50) in number for the first aircraft and not more than a total of twenty-five (25) for any additional aircraft.

2. A person duly admitted to the Club as provided for by these bylaws shall be deemed a member upon payment of the necessary fees. Joining fees for honorary members may be waived by a majority vote of the Board of Directors. Each active member shall be assessed monthly dues in the amount of eighty dollars (\$80), said dues to be payable one (1) month in advance, due on the first day of each month. The monthly dues may be changed from time to time at the discretion of the Board of Directors.

3. Members are responsible for maintaining a current copy of their Medical Certificate and Biennial Flight Review in their membership folders.

4. Failure to pay hourly charges for flying immediately upon completion of flight shall cause the member to be immediately suspended from flying Club aircraft.

5. A member may withdraw from the Club upon notification to the Membership Officer in writing.

6. A member may be expelled by a two-thirds (2/3) vote of the Directors voting at any regular or special meeting of the Directors. Ten (10) days notice shall be given to such member who shall have the right to appeal to the membership at a meeting of the Club called for this purpose. A majority of the members present and voting shall be necessary to confirm such expulsion.

7. An honorary member who is an FAA-licensed mechanic and pilot may exercise the privileges of an Active member (i.e. fly Club aircraft) in conjunction with mechanic duties.

ARTICLE XII – CLUB FINANCES

1. No member may authorize expenditures or otherwise incur financial obligations in the name of the Club except as expressly provided for in these bylaws or other regulations duly promulgated by the Club membership.

2. The Treasurer is authorized to expend Club funds in payment for all usual and normal fixed costs of the Club and all operating costs not in excess of \$10,000. The Treasurer must obtain prior approval from the Board of Directors for any unusual expenditure in excess of Five Hundred and no/100 dollars (\$500.00).

3. The Maintenance Officer, or a designate approved by the Board, may authorize work on aircraft leased to the Club in an amount up to Two hundred dollars (\$200) per plane without seeking approval from the owner, and may authorize routine maintenance and repairs on Club-owned aircraft in an amount up to \$5000. The Aircraft Maintenance Officer must consult with the Treasurer before authorizing any work to determine whether there are sufficient funds to pay for the work.

4. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury for the purchase of new equipment, for contingencies or for the purpose of reducing the hourly rates for flying as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their individual use. In the event of dissolution of the Club the assets of the Club shall be distributed according to the dissolution formula in Article XIV to the members.

ARTICLE XIII – FLIGHT PROFICIENCY PROGRAM AND FLIGHT RULES

1. The Board of Directors shall develop, or cause to be developed, a Flight Proficiency Program for all members to include, but not necessarily limited to, periodic check rides with qualified flight instructors, in accordance with FARs and insurance requirements.

2. The Board of Directors shall develop, or cause to be developed, a set of Flight Rules and Regulations. The Flight Rules will take into consideration varying levels of member's experience and proficiency and the type of aircraft available to be flown.

ARTICLE XIV – DISSOLUTION

1. The purpose of this policy is to define the distribution of assets of the Alameda Aero Club to existing club members in the event of dissolution of the Alameda Aero Club (hereafter referred as "the AAC").

2. This policy is limited to distribution of assets of the AAC, which can only be applied in the event that the AAC becomes dissolved by two thirds vote of the members of the AAC in accordance with the current by-laws. This policy shall in no way imply that AAC members have individual ownership rights to any assets of the AAC in whole or in part at any time while the Club is an active organization.

3. Definitions

a. Member – Any dues paying member, whether active or inactive, on the current roster of the AAC.

a.1. Active Member – A member who is paying full monthly dues; may schedule aircraft and act as Pilot in Command (PIC).

a.2. Inactive member – A member who is not paying full monthly dues; may not schedule aircraft nor act as PIC.

b. Honorary Member – A member who is not paying any dues; may not schedule aircraft nor act as PIC.

4. On admission to the club, a member receives (1) one share. Each member's shares accrue subsequently at the rate of (1) one share per active month or 1/2 share per inactive month. An AAC member can accrue up to a maximum of 48 credited shares. Any AAC member who left the AAC in good standing and is reinstated to the AAC may be credited by the AAC Board of Directors with the shares accrued during the previous membership period. Any AAC member who was dropped from the AAC for any reason (other than in good standing) shall lose all shares accrued during previous membership periods when seeking AAC reinstatement.

5. As of the date of dissolution, all shares by each vested member shall be summed and represent all the qualified shares for subsequent distribution. Any excess monies after all debts and obligations of the AAC shall be divided by the number of qualified shares, and distributed to each member according to each member's vested interest.

ARTICLE XV – AMENDMENTS

These bylaws may be repealed or amended or new bylaws adopted at any meeting of the Board of Directors, or at any meeting of the members called for that purpose, or any regular meeting of the members, by a majority vote of the members present and voting.