

7B Flying Club, Inc.

Bylaws

Effective OCT 20, 2016

**ARTICLE 1
ORGANIZATION AND OFFICES**

SECTION 1.1 NAME OF ORGANIZATION

The name of this organization shall be 7b Flying Club, Inc., hereinafter “Club”.

SECTION 1.2 PRINCIPLE OFFICE

The primary office of the 7b Flying Club, Inc. is located in Bonner County, in the State of Idaho.

**ARTICLE 2
NON-PROFIT PURPOSES**

SECTION 2.1 IRS SECTION 501 (C) (7) PURPOSES

The purposes of the Club as set forth in the Articles of Incorporation are exclusively organized for the primary purpose of fulfilling one or more of the specified purposes as outlined in the IRS Code – Section 501 (C) (7).

The specific purposes of the Club are to:

- (a) To promote camaraderie and social fellowship of the Club’s members through the operation of private aircraft based in Sandpoint, ID.
- (b) To own or lease, and maintain one or more aircraft for the educational, personal and general use of the membership.
- (c) To advance the science of aeronautics, develop an interest in aviation amongst the community and to educate the community in safe flying practices.
- (d) To provide a convenient and affordable means for recreational flying and a means for the improvement and maintenance of their current flying skills.

SECTION 2.2 GOVERNING INSTRUMENTS

The Club shall be governed by its Articles of Incorporation and its bylaws.

SECTION 2.3 NONDISCRIMINATION POLICY

The Club will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

**ARTICLE 3
MEMBERSHIP**

SECTION 3.1 ELIGIBILITY FOR MEMBERSHIP

Membership of this Club is a voluntary privilege. The Club may choose to limit its membership as set or defined by the Board of Directors, hereinafter “Board”. Membership of this Club is provisional and may be terminated by the Board at any time with or without cause.

Application for membership shall be open to any individual that supports the purpose statement in these bylaws. All applicants shall provide a completed membership application to the Board for consideration as a Club member and shall also provide such other documents as requested, consistent with the individual's airmen certificate, as well as a member initiation fee, member security deposit and parent or guardian consent if under the age of 18. An applicant shall be granted membership only upon the majority vote of the Board. All fees paid by applicants who are not approved for membership shall be returned within 30 days.

The Club will not disclose members', or applicants personal information, to outside parties except as required by law, in the due course of business (such as for insurance purposes), or as necessary in the interest of safety. Members are not to disclose the Club roster to outside parties or use the roster for any commercial purpose.

SECTION 3.2 DUES AND FEES

Annual and monthly dues shall be set by the Board and reviewed at least annually. These costs are to be adjusted as required to cover actual and projected fixed costs associated with aircraft ownership, insurance, storage and other fixed club expenses.

Member's cost per flying hour shall be set by the Board and reviewed at least annually. These costs are to be adjusted as required to cover actual and projected costs of equipment operation.

SECTION 3.3 CLASSES OF MEMBERSHIP

Member in good standing – Any member who meets the requirements as stated by the Board and falls within one of the membership classes as described:

- (a) Private Members – Private members are members who meet the requirements as set by the Board, holds a minimum of a current private certificate, and with fees and dues-up-to-date. Private members are allowed to schedule the Club aircraft.
- (b) Student Members – Student members are members who meet the requirements as set by the Board, holds a minimum of a current student certificate, and with fees and dues-up-to-date. Student members are able to schedule the Club aircraft under the supervision of an approved Club Instructor.
- (c) Affiliate Members – Affiliate members are members who meet the requirements as set by the Board. An affiliate member may be an approved Club Instructor, an approved safety pilot, or other (as approved by the Board). Affiliate members are unable to schedule the aircraft.

SECTION 3.4 DUTIES

Duties of the members shall be the following;

- a) to attend meetings,
- b) conduct themselves in a proper and fitting manner,
- c) to uphold the dignity of the Club at meetings and on the flying field,
- d) to be alert and mindful of the Club's interests,

- e) to exercise due caution and safety in flying,
- f) to observe all federal, state, local, and Club flying rules and regulations,
- g) to adhere to the bylaws and operating rules of the Club.

SECTION 3.5 RESIGNATION AND TERMINATION

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board. Any member whose membership in the Club is terminated shall, upon return of any refundable deposit, have no recourse against the Club, any member, director or officer of the Club.

ARTICLE 4 MEETINGS

SECTION 4.1 GENERAL

Within this Article, the words “membership”, “member”, and “members” shall refer to members in good standing. Meetings of the membership shall be held at the principal office of the corporation unless otherwise determined by the Board to meet at such other place by resolution of the Board.

SECTION 4.2 REGULAR MEETINGS

Regular meetings of the members shall be held quarterly, at a time and place designated by the Board.

SECTION 4.3 ANNUAL BOARD MEETING

The annual board meeting of the Club shall be held in the fourth quarter of every year as determined by the Board.

At the annual board meeting, members shall elect directors and officers, receive reports on the activities of the Club and determine the direction of the Club for the coming year.

SECTION 4.4 SPECIAL MEETINGS

Special meetings may be held at such time and place as the President may determine, may be called by a majority of the directors or by written petition of at least one-fourth of the membership.

SECTION 4.5 QUORUM

Three (3) directors shall constitute a quorum of the Board at all meetings. The affirmative vote of at least three (3) directors shall be necessary to pass any resolution or authorize any act of the Club, provided that three directors constitute 51% or more of the directors present.

SECTION 4.6 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of the law, the following provisions shall govern the giving of notice for meetings:

- (a) Regular meetings: A notice of the regular meetings shall be given in writing (e-mail acceptable) at a minimum of ten (10) days prior to the annual meeting.
- (b) Annual board meeting: A notice of the annual board meeting shall be given in writing (e-mail acceptable) at a minimum of ten (10) days prior to the annual meeting.
- (c) Special meetings: Special meetings may be called at any time on the order of the President or two directors. Notice of special meetings stating the time and in general terms, the purpose, shall be written, or orally given to each director not later than the day before the day appointed for the meeting. If all directors are present at any meeting, any business may be transacted without previous notice.

SECTION 4.7 VOTING

A majority vote of the members present shall be necessary for the adoption of any resolution and for the election of officers and directors. At every meeting of the members, each member shall have only one vote.

ARTICLE 5 **BOARD OF DIRECTORS**

SECTION 5.1 NUMBER

The Club shall have a minimum of four (4) and maximum of (9) directors and collectively they shall be known as the Board of Directors, hereinafter “Board”.

SECTION 5.2 DUTIES AND MANAGEMENT

It shall be the duty of the Board to:

- (a) hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the Club.
- (b) The Board shall make and promulgate rules and regulations governing the operation of Club aircraft and property.

SECTION 5.3 POWERS

The affairs of the Club shall be managed by its Board. The Board shall have control of and be responsible for the management of the affairs and property of the Club. 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.

SECTION 5.4 QUALIFICATIONS FOR DIRECTORS

Directors shall be at least 18 years of age. In addition, qualifications for members shall be as follows:

- (a) Must be a member in good standing.
- (b) Must have attended at least 50% of the meetings during the preceding 12 months or since becoming a member.

SECTION 5.5 ELECTION AND TERMS FOR DIRECTORS

At the annual board meeting, the members shall vote for the directors and officers as constituted by these bylaws, for the next calendar year commencing January 1. Except for the initial directors who are appointed for staggered terms of one or two years, each director shall hold office for a period of two (2) years and until his or her successor is elected.

There will be six (6) seats on the Board, numbered one (1) through (6). Positions 3, and 5 will be elected for even numbered years; positions 2, 4, and 6 and will be elected for odd numbered years. The first seat will not be used, and only held for the initial directors.

SECTION 5.6 CONDUCT OF MEETINGS

Meetings shall be presided over by the President of the Club, or in his or her absence, by 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 presiding officer thereof.

SECTION 5.7 NONLIABILITY OF DIRECTORS

The directors shall not be held collectively, or individually liable for the debts, liabilities or other obligations of the Club.

SECTION 5.8 COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending special meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 6 **OFFICERS OF THE CLUB**

SECTION 6.1 DESIGNATION OF OFFICERS

The officers of the Club shall be President, Vice President, Secretary, Treasurer, Maintenance Officer and Safety Officer. All positions, except the Maintenance Officer position must be filled by directors of the Board.

SECTION 6.2 ELECTION AND TERMS OF OFFICERS

Officers of the Club shall be elected by the members at the annual board meeting for a term of one (1) year and until his or her successor is elected.

SECTION 6.3 DUTIES OF PRESIDENT

The President shall preside at all meetings of the Club and the Board. He/she shall post an agenda for Board meetings five (5) days in advance of the meeting. He/she may call any special meeting of the members of the Board and shall have, subject to the advice and control of the directors, general charge of the business of the Club, shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board.

He or she shall appoint committees as necessary and be a member of the ex-officio of such committees. The President shall assign such duties connected with the operation of the Club to other officers.

SECTION 6.4 DUTIES OF VICE PRESIDENT

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.

The Vice President shall also perform such duties connected with the operation of the Club as he/she may undertake at the direction of the President.

SECTION 6.5 DUTIES OF SECRETARY

The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in an appropriate manner provided for that purpose. He or she shall attend to the giving and serving of notices of all meetings of the members and the Board and otherwise. He or she shall keep a proper membership book showing the name of the each member of the Club, the book of bylaws, an up-to-date compilation of Club policies, the Club Seal and such other books, papers, and other records as the Board may direct. He or she shall execute with the President, in the name of the Club, all certificate of membership, contracts and instruments which have been first approved by the Board.

The Secretary shall perform all duties incident to the office of the Secretary, subject to the control of the Board.

The Secretary shall also perform such duties connected with the operation of the Club as he or she may be directed by the President

SECTION 6.6 DUTIES OF TREASURER

The Treasurer shall execute, or oversee all expenditures made in the name of the Club as authorized by the Board. They shall receive and deposit all funds of the Club in the bank selected by the Board which funds shall be paid out only by check, debit card credit card, or electronic means with receipt as herein before provided. They shall also account for all receipts, disbursements and balance on hand to the Board in a timely way. They shall provide timely financial statements that indicate revenue, expenditures, assets, liabilities and net worth of the Club.

The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board.

SECTION 6.7 DUTIES OF MAINTENANCE OFFICER

The Aircraft Maintenance Officer shall be responsible for the maintenance of current information in the log book of the aircraft.

The Aircraft Maintenance Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certified airframe and engine mechanic, and for obtaining all checks, inspections, major overhauls and for compliance with all

airworthiness directive notices and reviewing all service bulletins for the aircraft. Service bulletins not complied with shall be noted in an appropriate record.

The Aircraft Maintenance Officer shall be responsible for all documents required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

SECTION 6.8 DUTIES OF SAFETY OFFICER

The Safety Officer shall work in cooperation with the FAA to conduct safety seminars. The Safety Officer shall be responsible for fire fighting equipment and overall fire safety. The Safety Officer shall be responsible for building and equipment safety.

The Safety Officer shall be responsible for securing adequate insurance coverage for the building and aircraft and enforce the necessary provisions of that insurance.

SECTION 6.9 VACANCIES, REMOVALS AND RESIGNATIONS

If any vacancy occurs on the Board, or among the Officers of the Club, the Board shall select a successor to hold office for the unexpired term. If three or more vacancies shall occur at any one time, they shall be filled by a vote of the members at a meeting duly called.

SECTION 6.10 COMPENSATION

Officers shall serve without compensation except that a reasonable fee may be paid to Officers for attending Special meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 6.11 SPENDING CLUB FUNDS

Line items shall be available within the budget, and reviewed at least annually, that which any officer in charge of that specific budget may spend the funds within, without additional approval, up to the amount of \$500. This is intended for items such as required aircraft maintenance, aircraft inspections, building maintenance, supplies for meetings, and other items for which a line item in the budget has been approved.

Dollars that are to be spent beyond the threshold shall be subject to the voting requirements set forth within these bylaws.

ARTICLE 7 **MAINTENANCE, RECORDS AND REPORTS**

SECTION 7.1 MAINTENANCE OF AIRCRAFT

Records of the aircraft(s) shall be kept up-to-date and available to all members, directors and officers at any given time.

SECTION 7.2 BOOKS AND RECORDS

The Club shall keep complete books and records of accounts and minutes of the proceedings of the Board.

ARTICLE 8
FINANCIAL AND ACCOUNTING PRACTICES

SECTION 8.1 BANK ACCOUNTS AND CHECKS

The Board is authorized to select the banks or depositories it deems proper for the funds of the Club. The Board shall determine who shall be authorized on the Club's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

SECTION 8.2 DONATIONS AND GIFTS

The Board may accept, on the behalf of the Club, any contribution, gift, or bequest for the non-profit purposes of this Club. All funds and equipment received and accepted are the property of this club.

ARTICLE 9
AMENDMENTS

SECTION 9.1 ARTICLES OF INCORPORATION

The Articles may be amended in any manner at any regular, annual board or special meeting , provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. A two-thirds vote of the members present at any such meeting shall be required to adopt any proposed amendment.

SECTION 9.2 BYLAWS

The Board may amend these bylaws by majority vote at any regular, annual board or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE 10
PARLIAMENTARY AUTHORITY

SECTION 10.1 ROBERTS RULE OF ORDER

Robert's Rules of Order Revised shall be the parliamentary authority and shall serve as a guide for conduct of all meetings of the Club.

ARTICLE 11
IDEMNIFICATION

SECTION 11.1 GENERAL

The Club may, by resolution of the Board, provide for indemnification by the Club of any and all of its directors or former directors against expenses actually and necessarily incurred by

them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors of the Club, except in relation to matters as to which such directors shall be adjudged in such action, suit or proceedings to be liable for negligence, misconduct, or acting outside the scope of their respective office, title, or Club responsibility in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence, misconduct, or acting outside the scope of their respective office, title or Club responsibility.

ARTICLE 12

IRC 501 (C) (7) PROVISIONS

SECTION 12.1 LIMITATIONS

No substantial part of the activities on this Club shall be the carrying of propaganda, or otherwise attempting to influence legislation or political campaign on behalf of, or in opposition to, any candidate for public office.

SECTION 12.2 DISSOLUTION AND DISTRIBUTION OF ASSETS

In the event of the dissolution of this Club, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed:

- (a) first to general creditors of the Club, including those holding long term loans to the Club which will be paid back with interest to date;
- (b) second, to Club members proportional to and not exceeding the amount of their refundable deposits, without interest; and
- (c) last, to such non-profit charitable corporation, municipal corporation, or corporations, as may be selected by the board of directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on non-profit mission aviation, aviation safety, and education.

SECTION 12.3 GROSS RECEIPTS LIMIT

As an organization described in IRC Section 501 (c)7 the club is permitted to receive up to 35% of its gross receipts, including investment income, from sources outside its membership. Of the 35%, not more than 15% can come from the general public's use of the club facilities or services.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors and, or officers of this corporation, and we consent to, and hereby do, adopt the following bylaws, consisting of ten preceding pages, as the bylaws of this corporation. These initial bylaws were finalized and adopted unanimously by the Board at it's meeting on October 20, 2016 and are effective October 20, 2016.

1. (Not used)
2. (Treasurer) Herb Janhsen
3. (Secretary) Steve Roos
4. (Safety Officer) Bob Delvalle
5. (President) Jon Dodge
6. (Vice President) Hal Gates

< End of Bylaws >

RECORD OF CHANGES

The following sections of these Bylaws were modified from the previous edition on the date noted.

Section	Section / Paragraph Title	Date of Change
6.6	(1) Duties of Treasurer *added oversee*	4/13/2017
6.6	(2) Duties of Treasurer *added electronic*	4/13/2017
2.1	Spelling, *of to or*	8/28/2017
3.2	Dues and Fees: Annual and *monthly* dues	8/28/2017
4.5	Quorum: 3 constitute a quorum from 4	8/28/2017
5.1	Number: minimum of 4 directors from 6	8/28/2017
6.1	Designation of Officers: *all except maintenance*	8/28/2017
6.6	Duties of Treasurer: *added debit card, credit card*	8/28/2017
12.3	Gross Receipts Limit – Added Section	8/28/2017
6.11	Spending Club Funds – Added	3/16/2018
3.3	Classes of Membership – Expanded	1/15/2019
5.4	Qualifications of Membership – Removed 12 month Requirement	1/15/2019
5.5	Removed 2 board seats, re-aligned to prevent VP, President and Secretary from nominations at once.	12/14/2023