

**BYLAWS
OF
TEXOMA AERO CLUB, INC.
Denison, TX
Adopted January 8, 2019
(Revisions: Feb 8, 2019, Sept 2020, Jan 2021, Feb 2024)**

**ARTICLE I.
GENERAL**

Section 1. The following paragraphs contain provisions for the regulation and management of Texoma Aero Club, Inc. (the “Club”), a Texas nonprofit corporation.

Section 2. If there is a conflict between a provision of these bylaws and a mandatory provision of the Articles of Incorporation of the corporation, or a mandatory provision of the laws of the State of Texas, the mandatory provision(s) of the laws of the State of Texas or of the Articles of Incorporation of this corporation shall control.

Section 3. Purposes. Texoma Aero Club, Inc. is organized as a social and recreational flying club to promote safe flying for pleasure, recreation and other social and non-profitable purposes. Substantially all of the activities of Texoma Aero Club, Inc. are for such purposes and no part of the net earnings of these activities shall inure to the benefit of any private individual or member. Furthermore, notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(7) of the Internal Revenue code or the corresponding section of any future federal tax code.

**ARTICLE II.
OFFICES**

Section 1. The principal office of the corporation shall be located in the State of Texas. The corporation may have such other offices, either within or outside the State of Texas, as the Board of Directors may require from time to time.

Section 2. The registered office of the corporation required by the laws of the State of Texas, to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III.
MEMBERS**

Section 1. The corporation shall have members. The total number of members shall be established by a Board of Directors. The total number of Club members will be established based on appropriate insurance considerations, number of aircraft available, and other relevant considerations.

Section 2. - An application for membership shall be considered and voted on by the board of directors present at a regular board of directors meeting. Types of memberships include: Founding, Full, Associate, Family, Social, Honorary, and Corporate. Only Founding and Full Corporate memberships have voting privileges. However, a Corporate Membership is entitled to one vote only. Any membership type may serve on the Board of Directors.

Section 3. - No membership shall be transferred, sold, pledged or assigned.

Section 4. A Suspended Member shall be considered as one who has been temporarily denied all the privileges of membership in the Club by majority action of the Board. The Board has latitude regarding financial or other hardships. This includes monthly dues and any other obligations that may exist and any new obligations incurred. Suspension shall begin on the first day of the month following the month in which the bill was presented, and continue until such time full payment is received, or thirty days, whichever comes first. At the end of this thirty day period, where full payment has not been received, the member shall be considered terminated and the Board will send the member a Notice of Termination.

Terminated members and outgoing members remain responsible and liable for any and all obligations incurred prior to termination or voluntary dissolution of membership. Any member whose membership in the club is terminated, shall, upon return of the deposit, less any outstanding amounts due to the club, will have no recourse against the Club, any member, or any Officer of the Club.

Effective March 2024 Monthly dues shall be \$80 each for both the Full Member sponsor and the Family Member. Total \$160(2024)

Addendum: A Family Member May be sponsored by a Student or Rusty Pilot member if that Family Member is an active pilot holding valid pilot certification and up to date medical, BFR, and non owner's insurance. Monthly dues shall be \$80 per month.

Once the student becomes private pilot certified or the Rusty Pilot completes their BFR, they are entitled to become a Full Member. Full Member fee(difference between Full/Founding (\$1000-1250) and Student/Rusty(\$650) and Full Member dues are applicable within 60 days. If the Student or Rusty Pilot status becomes inactive, then the Family member has the option to become a Full Member. This requires Full Member payment and Full Member monthly dues.

A Social Member is a member who has a interest in aviation and who has been favorably voted on by the Board. He or she shall be entitled to all privileges and benefits within the power of the club to bestow, except operating aircraft and voting.

Monthly dues shall be \$25(2024).

An Honorary Member shall be one who has been favorably voted on by the Board. He or she shall be entitled to all privileges and benefits within the power of the club to bestow, except operating aircraft

and voting. There are no fees or dues for this membership. One honorary member may be selected annually by the Board.

A Corporate Member shall be one who has been favorably voted on by the Board and shall be entitled to all privileges and benefits within the power of the club to bestow. A Corporate Member is entitled to one vote.

Corporate Membership fee shall be \$3000 for corporations with 20 or fewer employees. For corporations with 21 or more employees, the fee shall be \$5000.

Corporate Members may sponsor employees of said corporation who have an interest in aviation. He or she shall be one who has been favorably voted on by the Board and shall be entitled to all privileges and benefits within the power of the club to bestow except voting.

There is no membership fee for a Corporate Member employee

Corporate Member employee monthly dues shall be \$80 (2024)

ARTICLE IV. AMENDMENT OF BYLAWS

Section 1. The power to alter, amend, or repeal the bylaws or adopt new bylaws is vested in the Board of Directors. The bylaws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

Section 2. These bylaws may be amended at any time by a majority vote of the Board members present at a meeting of the Board, provided that at least ten (10) days prior notice has been given.

ARTICLE V. MEETINGS

Section 1. In order to promote social co-mingling, recreation, and education in the art of flying, periodic meetings of the membership shall be held at a time and place to be determined by the Board considering the recommendations of the Social Activities Officer

ARTICLE VI. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by a Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be not less than three (3) and no more than five (5) and no more than two (2) Corporate Members. In order to secure experience and stability the directors shall be divided into three classes, one of which shall be elected each year for a three year term. To begin the process of rotation one class shall be elected for

one year, one class for two years and one class for three years. Directors may succeed themselves for one three year term.

The terms of the directors of the corporation will begin immediately following their election. The members of the Board of Directors shall be elected at a membership meeting or at a special meeting called for that purpose. All current directors shall be entitled to participate in the annual election of directors. Directors shall be natural persons of the age of eighteen (18) years of age or older.

Section 3. Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors. A member filling a vacant position on the board, will fill that position for the unexpired portion of the term for that vacated position. Upon affirmative acceptance of election or appointment to office, such director shall be installed immediately.

Section 4. Meetings. The Board of Directors shall meet at least every 120 days for the purpose transacting any other business that may come before the Board. The general membership is encouraged to attend meeting of the Board of Directors.

An annual Board meeting shall be held within 90 days of the end of the fiscal year

Section 5. Notice. Notice of a meeting and any other meetings of the Board of Directors shall be given at least ten (10) days prior to the meeting by written notice delivered personally or sent by mail or electronic notice, to each director and member at the director's or member's address or email address as shown in the records of the corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of the meeting of the Board need be specified in the notice of notice of such meeting, unless specifically required by law.

Section 6. Quorum of Directors. A majority of the minimum number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business. An officer who participates via teleconference shall be deemed "present." The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Action by Directors Without a Meeting. Any action required to be taken at a meeting of the directors of the corporation or any action which may be taken at a meeting of the directors may be taken without a meeting if consent in writing or electronic means, setting forth the action so taken, is signed by all of the Directors. This consent shall have the same force and effect as a unanimous vote.

Section 8. Removal of Director. A director with three (3) consecutive unexcused absences from regular meetings shall be deemed to have forfeited office and a vacancy shall occur therein.

ARTICLE VII. OFFICERS

Section 1. General. The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected at a membership meeting. Terms will be one (1) year. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers of the corporation shall be natural persons of the age of eighteen (18) years or older. In all cases where the duties of any officer or employee are not described by the bylaws or by the Board of Directors, such officer or employee shall follow the orders of the president

Additional officer positions, including but not limited to Safety Officer, Aircraft Maintenance Officer, Building Maintenance Officer, Avionics Officer, Publicity Officer, Social Activities Officer, and Scheduling Officer, may be created upon an affirmative vote of a majority of the members. These bylaws shall be amended as necessary to reflect the addition or deletion of additional officer positions.

Section 2. Appointment and Term of Office. The officers of the corporation shall be appointed by the members at each annual membership meeting. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly appointed; or until his or her death; or until he or she has resigned or until he or she has been removed in the manner hereinafter provided.

Section 3. Removal. Any officer may be removed by the Board of Directors when in their judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Appointment of an officer or agent shall not of itself create contract rights. Upon removal said officer will voluntarily return any club property, including, but not limited to keys, passwords, user names, access codes and so forth to the Secretary of the corporation.

Section 4. Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The "president" shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the Board of Directors, and may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, all documents which the Board of Directors has authorized to be executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned by the president or by the Board of Directors. In the absence of the president or in the event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president.

Section 7. Secretary. The secretary shall: (a) keep minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. Treasurer. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds and other personal property of the corporation and shall deposit the same in accordance with the instructions of the Board of Directors. The treasurer shall receive and give receipts for monies due and payable to the corporation, deposit all such monies in the name of the corporation in such depositories selected by the corporation, and shall pay out of the funds on hand all bills and other just debts of the corporation.

The treasurer shall perform all other duties incident to the office of Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time or as required by law. The treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the president.

The treasurer shall also be the principal accounting officer of the corporation, and shall maintain the methods and systems of accounting to be followed, keep correct and complete books and records of account, and prepare and file all local, state, and federal tax returns.

ARTICLE VIII. FIDUCIARY MATTERS

Section 1. Indemnification. Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Texas and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent permissible under the laws of the State of Texas.

Section 2. General Standards of Conduct for Directors and Officers. (a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc.. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. (c) Liability to Corporation or Its Members. A director or officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as a director or

officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section.

Section 3. Conflicts of Interest. (a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, directors and officers of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation

(b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any part related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided either: (i) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the board of directors or to a committee of the board of directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or (ii) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) The conflicting interest transaction is fair as to the corporation.

Section 5. Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer(s) or agent(s) of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s), agent(s) of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors, or at least the Treasurer of the corporation. No such instrument shall be issued or presented for payment by the corporation in an amount greater than five hundred dollars (\$500) unless it bears the signature of at least one officer and one other officer or director.

Section 3. Expenditures. All un budgeted expenditures in an amount greater than one hundred dollars (\$100) shall be approved by the Board prior to payment.

Section 4. Deposits. All funds of the corporation shall be deposited solely to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Financial stability on a self-supporting basis will be a prime responsibility of Club officials. Initiation fees, membership dues, rental fees and other financial assessments shall be determined by the Board. No member can obligate the Club except as set forth in these By-Laws and other regulations of the Club.

Section 6. Damages. In the event of damage to any equipment of the Club, the following specific rules shall apply except when provided for elsewhere in the Club regulations:

(a) If any accident caused through violations of Federal Air Regulations or local regulations, the member at fault shall be responsible for the uninsured portion of the damages. (Example: deductible insurance)

(b) Any member is liable to the Club for any damage resulting from his own carelessness or negligence.

Section 7. Purchases. No member of the Club shall make purchases in the name of the Club except as authorized by the Board.

Section 8. Emergency repairs. After consultation with TAC Maintenance Officer (or his or her designee). Any member of the Club finding it necessary to purchase parts or to have any repair work performed on the equipment of the Club, in an emergency or during a cross-country flight, may do so in his or her own name. Upon presentation of a properly receipted bill for such sales and/or service, he or she shall be reimbursed or given credit by the Treasurer.

Section 9. Income. Membership fees of all members shall be payable when application for membership is approved. Each member shall share monthly dues, in an amount to be determined by the Board. The amount shall be sufficient to cover costs and operating expenses. The Board shall set rates to be charged for flying time sufficient to cover cost of operation, maintenance and repairs.

Section 10. Audits. An audit of the club's financial records will be made at any time deemed necessary by the Board.

Section 11. Founding and Full Members Resignation

After one complete year of membership, a Founding or Full member will receive 1/2 of their membership fee paid at time of acceptance (\$500 or \$625) upon resignation from the club. Any outstanding financial obligations due to the club (ex: dues, rental fees, fuel, ..), will be resolved before refund is processed.

ARTICLE X. DUES AND FLYING RATES

Section 1. Monthly dues as fixed by the Board of Directors will be paid by each member. Appropriate dues shall be payable upon receipt of statement, and will be considered to be delinquent on the first of the following month.

Section 2. The rates for flying time shall be as established by the Board for each type aircraft. All fees shall be payable monthly, upon receipt of statement, and will be delinquent on the first of the following month.

Section 3. For the purpose of these By-Laws and other regulations, any flight during which a Club aircraft is away from the home field for a period exceeding two (2) hours or beyond a radius of 50 miles, shall be deemed a cross-country flight.

Section 4. A minimum charge equal to the cost of *one hour (1) of flying time* shall be paid for each twenty-four (24) hours duration of all cross-country flights. This amount may be applied toward the total time flown on cross-country flights. No minimum charge shall be made for a period for which a member presents evidence satisfactory to the Board that flying was prohibited during that period by inclement weather or by circumstances beyond the pilot's control.

Section 5. Initiation fees, dues or flight rates may be paid by cash, check, or credit card. A member becomes delinquent on the first day of the month following the month in which the bill was presented. A penalty of 10% will be added to the bill each successive month (10% of the delinquent amount) until the bill is paid. Instruction charges are to be handled between the member and the flight instructor. A \$50 fee will be charged for each insufficient fund check or declined credit card transaction.

Section 6. Student/ Rusty Pilot members may upgrade to Full Member status by paying the difference between the current membership fees. The amount of dues they owe will be adjusted commencing in the month the upgrade is made. The Associate member must complete any applications, forms, and etc. necessary to become an Full Member in order to be approved by the Board and placed on the application/waiting list.

ARTICLE XI. COMMITTEES

Section 1. Committees. The Board of Directors may establish such committees as it deems necessary to carry out the duties of the Board. The members of each committee shall be appointed by the President

and approved by the Board of Directors. The Board of Directors shall by resolution provide for the rules of operation for each committee established.

ARTICLE XII. FLYING REGULATIONS

TAC Flying regulations, FAA regulations, and any other regulations deemed necessary shall be adopted by the Board of Directors and shall have the same force and effect as if published as a part of these By-Laws. It is mandatory that all members comply with such regulations or face termination action.

ARTICLE XIII. MISCELLANEOUS

Each member of this Club shall have agreed in writing to observe and abide by all regulations of this Club and to acquaint himself thoroughly with the local field rules of any and all airport or strips where the Club equipment is operated. He or she shall be cognizant of all appropriate Federal Air Regulations and observe them if he or she is to continue Active membership in the Club.

ARTICLE XIV. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1. Distribution of Assets Upon Dissolution of the Corporation. Upon dissolution of the corporation, any remaining assets shall be distributed in the following order:

- (i) to pay the debts of the corporation, including interest as necessary;
- (ii) to one or more organizations recognized as tax-exempt within the meaning of Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code;²⁰
- (iii) to the members of Texoma Aero Club, Inc. pursuant to the laws of the State of Texas, and the appropriate sections of the Internal Revenue Code or the corresponding section of any future federal tax code.

Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE OF BYLAWS

I hereby certify that the foregoing Bylaws, were adopted by the Board of Directors on this

Twentieth (20) day of December , 2018.

Secretary

_____. Print Name of Secretary

Revised February 3, 2024, by unanimous approval of BOD