

X-C SOARING ASSOCIATION, INC.

BYLAWS

25 November 2025

Article I: Name and Principal Officer

Section 1 The name of the Corporation shall be X-C Soaring Association, Inc.

Section 2 The Principal Office of the Corporation shall be in Escambia County, in the State of Florida, at the residence of the President of the Corporation, or other location as determined by the Board of Directors.

Article II: Purpose

The purpose of the Corporation shall be to promote and foster the sport of soaring, both locally and nationally, for the members through training in and operation of sailplanes, and to provide such on a non-profit basis.

Article III: Affiliation

The Corporation shall require its members to also be members of the Soaring Society of America, Inc. (SSA) for the purpose of participation in the FAI badge program, record verification, SSA Group Insurance Plan, and national promotion of the sport of soaring.

Article IV: Membership

Section 1 Membership in the Corporation shall consist of seven classes: Active, Student, Instructor, Inactive, Associate, and Special. New members may be admitted to the Corporation upon approval by the Board of Directors.

a. ACTIVE Member

Members have voting privileges and shall pay the Active Member initiation fee, standard rental rate for use of Association sailplanes, and standard monthly dues.

b. STUDENT Member

Members attend school full time and are under the age of 22. STUDENT Members are required to pay 50% of the ACTIVE Member initiation fee, have voting privileges, and shall pay the standard rental rate for the use of Association sailplanes and standard monthly dues.

c. INSTRUCTOR Member

Members are Certified Flight Instructor-Glider (CFI-G) members who are instructing and have been approved by the Board of Directors. INSTRUCTOR Members have voting privileges and shall pay the Active Member initiation fee and INSTRUCTOR Member fiscal yearly dues. INSTRUCTOR Members have ACTIVE Member benefits.

d. INACTIVE Member

Members are of three types:

- 1) Members who have requested to be temporarily removed from ACTIVE Membership status
- 2) Formerly ACTIVE members who have become delinquent in payment of membership dues, and
- 3) Active-duty military personnel on extended deployment who are declared INACTIVE and incur no penalty for resuming ACTIVE status upon return. INACTIVE members have no voting privileges until reinstated as ACTIVE Members.

e. ASSOCIATE Member

Members are non-voting members whose flying privileges, payments, and terms of membership are specified on the ASSOCIATE Member applications.

f. SPECIAL Member

Members have privileges and obligations as deemed appropriate on a case-by-case basis by the Board of Directors.

Section 2 ACTIVE members are entitled to participate in Corporation activities and utilize Corporation equipment subject to the rules provided in these Corporation Bylaws and the Standard Operating Procedures (SOP). Member status for a minor child shall require authorization and consent of the child's parent or guardian.

Article V: Membership Dues and Fees

Section 1 New members shall pay a non-refundable Initiation Fee of \$250 (\$125 for STUDENT memberships), join or already be a member of the SSA, and pay at least one month of Association dues.

Section 2 Monthly Dues are

- a. \$800 per year in advance, payable on January 1 annually, or
- b. \$80 per month on automatic credit-card processing, or
- c. \$85 per month cash or check, and are
- d. DUE on the first day of the current/first month,
- e. LATE on the first day of the second month, and
- f. DELINQUENT on the first day of the third month.

Section 3 INSTRUCTOR member Dues are \$100/year to be paid in advance.

Section 4 Members with DELINQUENT dues automatically become INACTIVE. They may petition the Board of Directors for reinstatement to ACTIVE membership upon payment of all pertinent back dues and fees.

Section 5 The second or subsequent times a member becomes DELINQUENT or INACTIVE, that member is required to pay a \$100 reinstatement fee to the Association and must rejoin the SSA to become an ACTIVE member again.

Article VI: Meetings

Section 1 Annual Meeting of the Members

- a. The Annual Meeting of the Members shall be held during the month of September, as feasible, at a time, place, and means determined by the Board of Directors.
- b. The Annual Meeting of the Members shall be for the purpose of disseminating the Annual Reports of the Corporation Officers, election of the Board of Directors, establishing dues, operational fees, and other necessary business germane to the operation of the Corporation.
- c. Notification of the Annual Meeting of the Members, to all Members in **ANY** Status, shall be sent via email at least fifteen (15) days prior to the meeting. The notification shall include, but not be limited to, the time, place, means, and agenda for the Annual Meeting.

Section 2 Special Meeting of the Members

- a. A Special Meeting of the Members may be called at the discretion of the President or by a majority of the Board of Directors or a written petition of at least one quarter of the ACTIVE Members.
- b. A Special Meeting of the Members or the Annual Meeting is required to discuss and approve any changes to the Corporation Bylaws.
- c. Notification of the Special Meeting of the Members, to all Members in any Status, shall be sent via email at least five (5) days prior to the meeting. The notification shall include, but not be limited to, the time, place, means, and agenda for the Special Meeting.

Section 3 Quorum The presence of three (3) Officers and three (3) ACTIVE members constitutes a quorum at any Annual or Special Meeting of the Members.

Section 4 Voting All Members except INACTIVE members are entitled to one (1) vote. A majority vote of the ACTIVE members present is considered controlling. Any member who cannot attend Board of Directors or Membership Meetings may give another member their voting proxy.

Article VII: Board of Directors

Section 1 Composition The Board of Directors shall be composed of the four (4) Executive Officers of the Corporation and, when applicable, the immediate Past President. In addition, there will be two MEMBERS AT LARGE elected for two (2) years (staggered each year), who shall represent the members at large with full Board of Directors voting rights.

Section 2 Duties and Powers

- a. The governance of the Corporation shall be vested in the Board of Directors. They shall have the responsibility to present to the membership, for approval, any and all necessary contracts or obtaining of funds through mortgage, bond, or deed of trust for the Corporation.

They shall also pay and discharge all debts, and do all matters and things necessary or incident to the furtherance of the Purpose of the Corporation. They shall have the authority to levy assessments on the members as required to meet the needs of the Corporation. Any purchases or incurring of club expenses over \$500 (other than routine expenses incurred for fuel, oil, or required maintenance) must be approved by a majority of the Board of Directors. Any purchases or incurring club expenses over \$2500 must be submitted to the membership by email and approved by a majority of those responding within 72 hours after email notification.

- b. Any assessment recommended by the Board of Directors shall be approved by a majority vote of the Active Members present at a Special Meeting or the Annual Meeting of the Members.
- c. Any decision of the Board of Directors may be repealed by a majority of the Active Members.

Section 3 Meetings of the Board of Directors

- a. Regular Meetings of the Board of Directors shall be held at a time, place, and means as determined by the President.
- b. Special Meetings of the Board of Directors shall be called as necessary by the President or by two (2) other Officers.
- c. Notification of any Meeting of the Board of Directors, to all Members in any status, shall be sent via email at least one week prior to the meeting. The notification shall include, but not be limited to, the time, place, and agenda for the Meeting. Any Member may attend a meeting of the Board.
- d. Three (3) Officers shall constitute a quorum of the Board of Directors at such Meetings. The affirmative vote of at least three (3) Officers shall be necessary to pass any resolution or authorize any action by or for the Corporation.

Section 4 Vacancies Any single vacancy on the Board of Directors occurring for any reason shall be filled for the unexpired portion of the term by a majority vote of the remaining Board of Directors. In the event of two (2) or more simultaneous vacancies on the Board of Directors, they shall be filled by a majority vote of the ACTIVE Members present at a Special Meeting or the Annual Meeting of the Members.

Section 5 Standing Rules

- a. Each member of the Board of Directors shall serve without compensation or reward, except as provided by the Bylaws.
- b. No member of the Board of Directors may benefit financially in any contract related to supplying land, structures, equipment, or furnishings to the Corporation, unless specifically authorized by a two-thirds majority of the Active Members present at an in-person or virtual Special Meeting or Annual Meeting of the Members.
- c. The Board of Directors shall cause to be kept a complete record of its acts and proceedings, and shall present a full statement at the Annual

Meeting of the Members, or as required at a Special Meeting of the Members, showing the condition of the affairs of the Corporation.

Article VIII: Officers

Section 1 The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer.

Section 2 The Officers shall be elected by a majority of the Active Members present at the Annual Meeting of the Members, or as required at a Special Meeting of the Members.

Section 3 The Officers shall hold office for the fiscal year following the Annual Meeting of the Members, or until their successors are elected and qualified.

Article IX: President

Section 1 The President is the Chief Executive Officer of the Corporation.

Section 2 The President shall preside at all Member and Board of Directors Meetings.

Section 3 The President, with the approval of the Board of Directors, shall appoint all committees and be an ex-officio member of all committees.

Section 4 The President shall sign and execute all contracts approved by the Board of Directors in the name of the Corporation; appoint and discharge agents and employees of the Corporation; delegate the President's duties as deemed necessary; and have general supervision over the management and operations of the Corporation.

Section 5 The President shall be the Chairman of the Flight Committee.

Article X: Vice President

Section 1 The Vice President shall be vested with all the powers and perform all the duties of the President in the absence or disability of the President.

Section 2 The Vice President shall perform such duties in connection with the operation of the Corporation as deemed necessary by the President.

Article XI: Secretary

Section 1 The Secretary shall perform all duties incident to the office subject to the control of the Board of Directors. The Secretary shall keep the minutes of all Members and Board of Directors meetings, and disseminate such to all Members. The Secretary shall give notification to all Members of any Members or Board of Directors Meetings and shall maintain the current copy of the Bylaws, the SOP, and any other documents and records the Board of Directors deems

necessary. The Secretary shall execute, with the President, all certificates of membership, contracts, and other instruments approved by the Board of Directors. In the absence or disability of the Treasurer, and under the direction of the President, the Secretary shall have signature authority for all checks and financial transactions deemed necessary by the Board of Directors.

Section 2 The Secretary shall perform such duties in connection with the operation of the Corporation as are deemed necessary by the President.

Section 3 The Secretary shall oversee the Corporation's Website and Internet activities.

Article XII: Treasurer

Section 1 The Treasurer shall perform all duties incident to the office subject to the control of the Board of Directors. The Treasurer shall execute, in the name of the Corporation, all financial transactions authorized by the Board of Directors; receive and deposit all Corporation funds in the financial institutions selected by the Board of Directors; maintain a detailed record of all financial-related matters; and maintain and distribute a membership roster of and to all Members of the Corporation.

Section 2 The Treasurer shall perform such duties in connection with the operation of the Corporation as are deemed necessary by the President.

Article XIII: Flight Committee

Section 1 The Flight Committee shall consist of the Board of Directors, CFI-Gs, tow pilots, and anyone duly appointed by the Board of Directors. The President shall serve as Chairman of the Flight Committee.

Section 2 The Flight Committee shall have responsibility for the Corporation SOP. The SOP shall be reviewed on a yearly basis, approved by the Board of Directors, and be presented to the Members at the Annual Meeting of the Members. The SOP shall be binding for all Members conducting operations with and in Corporation equipment. The SOP shall supplement, but may not supersede, any provision of the Federal Aviation Regulations.

Section 3 The Flight Committee shall have responsibility for providing standardized flight and ground instruction for all Members. The Flight Committee shall solicit suggestions from all active INSTRUCTOR members when preparing the Corporation's standardized flight-instruction syllabus and requesting approval from the Board of Directors. The standardized flight syllabus shall be reviewed on a yearly basis.

Section 4 The Flight Committee Chairman shall supervise all operations. The Chairman has authority to ground Corporation equipment or Members when it is determined that further operations might be detrimental to the Corporation's interests. The Chairman may restrict the operation of Corporation equipment to

specific areas and operations of Corporation equipment on specific flight plans or within specific flight regimes.

Section 5 When the Flight Committee Chairman grounds Corporation equipment and/or Members, the Chairman shall report the action to the Board of Directors. The Board shall then determine an appropriate course of action with respect to the grounded equipment or Member and report this action to the membership.

Article XIV: Maintenance Committee

Section 1 The President shall serve as Chairman of the Maintenance Committee.

Section 2 The Board of Directors shall appoint a minimum of an additional three (3) Active Members to serve on the Maintenance Committee.

Section 3 The Maintenance Committee shall be responsible for maintaining all Corporation equipment and maintaining aircraft in an airworthy condition. The Maintenance Committee shall ensure that all periodic inspections, Airworthiness Directives, and other maintenance issues are completed in accordance with Federal Aviation Regulations and approved manuals.

Section 4 The Maintenance Committee shall be responsible for coordinating all maintenance-related activities, supervising general preventive maintenance, and reporting all maintenance-related issues to the Flight Committee Chairman and the Board of Directors. The Maintenance Committee is authorized to initiate minor repairs to club aircraft and equipment in a timely manner. All major repairs must be pre-approved by the Board of Directors.

Article XV: Special Committees

Section 1 The President may form a Special Committee any time it is deemed in the furtherance of the interests of the Corporation.

Section 2 The Chairman of the Special Committee shall be appointed by the Board of Directors and report the Committee's actions at specified times.

Article XVI: Suspension, Expulsion, and Removal from Office

An Officer or Member may be suspended for a specific time, expelled for cause, or removed from Office when the Board of Directors determines that the Officer or Member in question has willfully violated these Bylaws, the Corporation SOP, Federal Aviation Regulations, or other rules of the Corporation; or for conduct prejudicial to the best interests of the Corporation. Such suspension, expulsion, or removal shall require a two-thirds majority vote of all present Active Members at a Special Meeting of the Members. The Secretary shall, a minimum of fifteen (15) days prior to the Special Meeting of the Members, provide, via email, a statement of charges, supporting documentation and evidence, and notice of the time and place of the Special Meeting of the Members to the Officer or Member

in question. The Officer or Member in question shall be provided the opportunity to present a defense, question witnesses, and provide supporting documentation and evidence.

Article XVII: Finances

Section 1 The Board of Directors shall establish a schedule of fees sufficient to meet the Corporation's obligations and maintain the value of the Corporation's assets.

Section 2 Any Member who has failed to meet all or part of the Member's financial obligation to the Corporation within sixty (60) days after the obligation is due shall be placed in the Inactive Member status and considered a Delinquent Member. The Delinquent Member shall be immediately suspended from all operations involving Corporation equipment or aircraft. The Delinquent Member shall be reinstated to Active Member status upon receipt of all unpaid obligations to the Corporation.

Section 3 The Corporation's fiscal year shall be from October 1st through September 30th.

Section 4 Any net savings or surplus after all operational and other expenses have been paid shall remain in the Corporation's treasury. The net savings or surplus shall not be distributed to the Active Members for individual use.

Section 5 The Corporation shall carry adequate hull insurance on all Corporation or leased aircraft against ground and flight damage. The Corporation shall carry adequate liability insurance to protect the Corporation and its Members from litigation from other Members or third parties.

Section 6 Any operation of Corporation-owned or -leased aircraft shall be conducted at the risk of the Member who is Pilot-in-Command (PIC) of the aircraft. The Member acting as PIC is solely responsible for any damages resulting from that Member's operation of the aircraft resulting in an accident or incident. The Member acting as PIC shall be liable for any uninsured, unreimbursed costs directly related to the accident or incident.

Article XVIII: Amendments

Section 1 Amendments of these Bylaws may be made by a majority vote of the Active Members present at the Annual Meeting of the Members or a Special Meeting of the Members.

Section 2 These Bylaws shall be reviewed on a yearly basis.

Article XIX: Dissolution

Section 1 The Corporation may be dissolved by a two-thirds majority vote of the Active Members.

Section 2 Funds received from the liquidation of Corporation assets shall, after all Corporation obligations have been met, be dispensed as determined by a majority vote of the Active Members at the final meeting of the Members. The beneficiary shall be a non-profit fund, foundation, corporation, or entity which is organized and operated exclusively for scientific and/or educational purposes and which has established its tax-exempt status in accordance with the most recent federal tax laws.