**COASTAL SOARING ASSOCIATION, INC.**

**BYLAWS**

Revised 11 June, 2021

**Article I: Name and Principal Officer**

**Section 1** The name of the Corporation shall be Coastal 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 not-for-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 six classes: Active,

Military, Student, Instructor, Inactive, and Special. New members may be admitted to the Corporation upon approval by the Board of Directors.

1. **ACTIVE Member**

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

1. **MILITARY Member**

**MILITARY** Members are active-duty members of any branch of U.S. or foreign service. MILITARY 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.

1. **STUDENT Member**

**STUDENT** 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.

1. **INSTRUCTOR Member**

**INSTRUCTOR** Members are Certified Flight InstructorGlider (CFIG) 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 ACTIVEMember benefits.

1. **INACTIVE Member**

**INACTIVE** 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.

1. **ASSOCIATE Member**

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

**g.** **SPECIAL Member**

**SPECIAL** 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 ~~t~~he 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 MILITARY/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

1. $500 per year in advance, or
2. $45 per month on automatic credit-card processing, or
3. $50 per month cash or check, and are
4. 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 DELIQUENT 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: ACTIVE Membership Cap**

**Section1** The number of ACTIVE Members may be limited by the Board of Directors.

**Section 2** INACTIVE Members and membership prospects may become ACTIVE Members by paying all applicable fees to a member of the Board of Directors who, before reinstating or instating a Member, shall first verify with the Treasurer that the number of ACTIVE Members is less than the cap.

**Section 3** If the ACTIVEMembership is full, the Treasurer shall maintain a list of persons seeking ACTIVE Membership and enlist those persons, as capacity becomes available, in the order in which they requested ACTIVE Membership.

**Article VII: Meetings**

**Section 1 Annual Meeting of the Members**

1. 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.

1. 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 compulsory charges, and other necessary business germane to the operation of the Corporation.

1. 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**

1. 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.

1. A Special Meeting of the Members or the Annual Meeting is required to

discuss and approve any major changes to the Corporation Bylaws.

1. 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, except Special Members might have voting privileges as determined by the Board of Directors. A majority vote of the ACTIVE Members present is considered controlling unless previously specified by the Board of Directors. Any member who cannot attend Board of Directors or Membership Meetings may, within 24 hours before a meeting, request, in writing and sent to all members, to have another member vote by proxy in that member’s stead.

**Article VIII: Board of Directors**

**Section 1 Composition** The Board of Directors shall be comprised of the five (5) Executive Officers of the Corporation and, when applicable, the immediate Past President. In addition, there will be two MEMBERS AT LARGE, without portfolio, 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**

1. 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 such as fuel, oil, required maintenance, etc.) must be approved by a majority of the Board of Directors. Any purchases or incurring of club expenses over $2500 must be submitted to the membership by email and approved by a majority of those responding within 72 hours.

1. 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**

1. Regular Meetings of the Board of Directors shall be held at a time,

place, and means as determined by the President.

1. Special Meetings of the Board of Directors shall be called as

necessary by the President or by two (2) other Officers.

1. Notification of any Meeting of the Board of Directors, to all Members in

any status, shall be sent via email as early as possible prior to the meeting. The notification shall include, but not be limited to, the time, place, and agenda for the Meeting.

1. 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 vacancies 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 vacancies on the Board of Directors, they shall be filled by a majority vote of the ACTIVEMembers present at a Special Meeting or the Annual Meeting of the Members.

**Section 5 Standing Rules**

1. Each member of the Board of Directors shall serve without compensation or reward, except as provided by the Bylaws.
2. 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.
3. The Board of Directors shall cause to be kept a complete record of its acts and proceedings, and to 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 IX: Officers**

**Section 1** The Officers of the Corporation shall be the President, Vice

President, Secretary, Treasurer, and Maintenance Officer.

**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 X: 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 XI: 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 XII: 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 attend to giving notification to all Members of any Members or Board of Directors Meetings and maintain the active 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 deemed necessary by the President.

**Section 3** The Secretary shall oversee the Corporation’s Website and Internet

activities.

**Article XIII: 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 deemed necessary by the President.

**Article XIV: Maintenance Officer**

**Section 1** The Maintenance Officer shall perform all duties incident to the office subject to the control of the Board of Directors. The Maintenance Officer shall maintain records pertaining to past, current, and future maintenance actions, schedule required maintenance, and keep the Board of Directors informed in all matters pertaining to maintenance issues involving the Association’s aircraft.

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

**Article XV: Flight Committee**

**Section 1** The Flight Committee shall be 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 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 request 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 operation~~s~~ 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 XVI: Maintenance Committee**

**Section 1** The Maintenance Officer shall be 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 that do not incur an undue financial obligation on the Corporation. All major repairs must be approved by the Board of Directors.

**Article XVII: 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 XVIII: 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 Corporations; 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 XIX: 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 September 1st through

August 31st.

.

**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 XX: Amendments**

**Section 1** Major 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 XXI: 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.