

# BYLAWS OF A MEMBERSHIP CORPORATION

NAME OF CORPORATION: OREGON STATE FLYING CLUB

## ARTICLE I: PURPOSE

Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(7) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purposes shall be: (a) to develop interest and participation in general aviation at Oregon State University, (b) to provide flying equipment and training to members of the corporation for education and recreational purposes, (c) to promote and participate in general aviation related activities around the state of Oregon, and (d) to promote aviation safety.

## ARTICLE II: MEMBERS

**Section 1: Classes and Voting.** There shall be one class of members of this corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

**Section 2: Qualifications.** A person shall become a member of the corporation by meeting the eligibility requirements, submitting an application for membership, paying the appropriate initiation fee and being accepted into membership by an authorized member of the Board of Directors. The eligibility requirements for membership shall be determined by the Board of Directors. The Board reserves the right to refuse membership to any applicant, however consideration for membership will not be denied based on gender, race, religion, national origin, ethnicity, handicap, or disability. The Board reserves the right to restrict the number of Category 3 applications accepted (as defined in the Board Resolutions). Members can maintain membership as long as their membership is continuous, and they remain in good standing with the corporation. (March 1, 2019)

**Section 3: Termination of Membership.** Membership may be terminated by majority vote of the Board of Directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. If membership is terminated by action of the Board, the member will lose the right to rejoin

the corporation. The decision of the Board shall be final and may not be reviewed by any court.

Section 4: **Withdrawal of Membership.** A member may withdraw from membership by filling out the member update form on the web page, or by written communication with the President or Secretary of his/her intent to withdraw. The members' withdrawal will become effective on the last day of the month in which he/she communicates the intent to withdraw. (March 13, 2019)

Section 5: **Inactive Membership.** A member may inactivate his/her membership for one continuous period of not less than three (3) months by written communication with the President or Secretary of his/her intent to change membership status to "inactive." His/her inactive status will become effective on the last day of the month in which the intent is communicated. During the period of inactive membership, the member retains all rights under the Bylaws except the right to fly corporate aircraft. The inactive member will continue to be liable for monthly dues in the amount prescribed for inactive members by the Board of Directors. An inactive member shall be returned to active status upon notification of and acceptance by the President or Secretary, provided a vacancy exists in the active membership.

Section 6: **Annual Meeting.** The annual meeting of the members shall be held in October or November, time and date to be determined by the Board of Directors. (rev. 10/03/2006)

Section 7: **Regular Meetings.** Regular meetings of the members shall be held at the discretion of the Board of Directors.

Section 8: **Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least ten percent of the voting power of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose of the meeting.

Section 9: **Notice of Meeting.** Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail or electronic mail at least 7 days before the meeting, or by means other than first class or electronic mail at least 30 days but not more than 60 days before the meeting. The notice shall include the date, time, place, and purpose(s) of the meeting.

Section 10: **Quorum and Voting.** Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently.

Section 11: **Proxy Voting.** There shall be no voting by proxy.

Section 12: **Action by Consent.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a member's meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

### ARTICLE III: BOARD OF DIRECTORS

Section 1: **Duties.** The affairs of the corporation shall be managed by the Board of Directors.

Section 2: **Number.** The total number of individuals on the Board of Directors (Directors) may vary between a minimum of three and a maximum of fifteen, as determined by the Board of Directors. The Board shall be composed of three groups of individuals. **Group #1** Directors shall be elected by the entire membership, and are those who have a specific duty, as determined by the Board, for the operations of the Oregon State Flying Club, Inc. The Board of Directors shall have the authority to change the number of **Group #1** Directors at the Board's discretion, as long as the total number of Directors is consistent with the range established above. There must be at least three **Group #1** Directors on the Board at all times. **Group #2** Directors will be the Corporate Officers. **Group #3** Directors shall be comprised of the Faculty Advisor of the OSU Student Flying Club and its officers: the (1) President, (2) Vice-President, and (3) Secretary. Each Director will have the right to vote on all issues before the Board, with equal voting power.

Section 3: **Term and Election.** The term of office for **Group #1** Directors shall be three years. It is the intention that the duration of **Group #1** Directorship terms be staggered as much as possible. Therefore, beginning at the adoption of these Bylaws, the Director of Information Resources shall have an initial one year term of office. At the expiration of that one year term, the position of Director of Information Resources will be open for election, with the term duration for that Directorship being three years thereafter. The initial term of the Director of Flight Operations shall be for two years beginning at the adoption of these Bylaws. At the expiration of that initial two year term, the position of Director of Flight Operations will be open for election, with the term duration of that Directorship being three years thereafter. The initial term of the Director of Maintenance shall be for three years beginning at the adoption of these Bylaws. At the expiration of that three year term, the position of Director of Maintenance will be open for election, with the term duration of that Directorship being three years thereafter. A **Group #1** Director may be reelected without limitation on the number of terms he/she may serve. **Group #1** Directors shall be elected by the members of the corporation at the annual meeting of the members.

Section 4: **Removal.** Any **Group #1** Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5: **Vacancies.** Vacancies of **Group #1** Directors and newly created Board positions may be filled by a majority vote of the Directors then on the Board of Directors no later than sixty (60) days following the vacancy or creation of positions. In the event of mid-term vacancies, the elected replacement shall sit on the Board only until the next annual meeting at which time a vote of the membership shall be held to fill the position.

Section 6: **Quorum and Action.** A quorum at a Board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7: **Regular Meetings.** Regular meetings of the Board of Directors shall be open to all members and shall be held at the time and place to be determined by the Board of Directors. Notice of the date, time, place, or purpose of these meetings shall be posted so that it is accessible to members at least five (5) days in advance.

Section 8: **Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director not less than 24 hours prior to the special meeting, personally, by telephone, by mail, or by electronic means.

Section 9: **Meeting by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or videoconferencing, as long as all Directors can hear each other, or may otherwise effectively communicate with each other.

Section 10: **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board services.

Section 11: **Resignation.** Any Director may resign by delivering his/her resignation, in writing, to the President or Secretary. Such resignation shall be effective on receipt unless a different date is specified.

Section 12: **Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

Section 13: **Emergency Bylaws.** Unless amended or repealed by the Board, emergency Bylaws are effective only if an emergency exists. An emergency exists if a quorum of the Directors cannot be readily assembled because of a present or imminent

catastrophe. If an emergency exists, a quorum of the available Directors may transact all business as necessary to conduct the business of the Corporation. All procedures of the existing Bylaws shall remain in effect for the duration of the emergency.

#### ARTICLE IV: COMMITTEES

Section 1: **Executive Committees.** The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2: **Other Committees.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors, or may be established as advisory committees.

Section 3: **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority vote of all Directors in office at that time.

Section 4: **Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Committee members present.

Section 5: **Limitations on the Power of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or Officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

#### ARTICLE V: OFFICERS

Section 1: **Titles.** The officers of this corporation shall be the President and Secretary. The Board may also separately include the corporate offices of Vice-President and/or Treasurer.

Section 2: **Election.** The Board of Directors shall elect the Officers of the Corporation to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve. Election of officers shall occur at the first regular meeting of the Board of Directors in the month of November.

Section 3: **Vacancy.** A vacancy of any Officer position shall be filled no later than the second regular meeting of the Board of Directors following the vacancy. In the event of mid-term vacancies, the Board shall elect a replacement to complete the current term.

Section 4: **Removal.** Any Officer may be removed, with or without cause, at a meeting called for that purpose, by a majority vote of the Board of Directors.

Section 5: **Other Officers.** The Board of Directors may elect or appoint other officers, agents, and employees as it shall deem necessary and desirable. The officers, agents, and employees shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6: **President.** The President shall be the chief officer of the corporation and is a member and shall act as Chair of the Board of Directors. The President shall manage the operations of the corporation and shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7: **Secretary.** The Secretary shall have overall responsibility for all record-keeping. The Secretary shall be a member and Vice-Chair of the Board of Directors. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provisions for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintaining current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Directors.

Section 8: **Treasurer.** The Treasurer shall be the chief financial and accounting officer of the corporation, a member of the Board of Directors, and shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors; (e) maintaining current and accurate membership lists; and (f) any other duties as may be prescribed by the Board of Directors.

## ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify its Officers and Directors to the fullest extent allowed by current or future Oregon law. The corporation shall provide advances of expenses pertaining to indemnification.

## ARTICLE VII: EXPENDITURE OF FUNDS

The Board of Directors shall authorize the expenditure of corporate funds for the purchase of equipment to the limit of the amount of money in the treasury due to member security deposits at the time of purchase. Expenditures of the corporation beyond the limit set forth in the Bylaws or the sale of equipment owned by the corporation shall be authorized by a majority vote of the members of the corporation. With a majority vote of the Board, the Board may approve a donation or contribution of Oregon State Flight Club money to other charitable organizations.

## ARTICLE VIII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by a majority vote of Directors. The power to amend the Bylaws of the corporation is reserved to the Board of Directors exclusively. Prior to the adoption of the amendment, each Director shall be given at least seven (7) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

## ARTICLE IX: NET EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## ARTICLE X: LOBBYING

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE XI: DISSOLUTION OF THE CLUB

The Club may be dissolved by a vote of two-thirds of the active members of the Club. Upon dissolution of the club, all equipment of the Club will be sold by the board or the club, to the highest bidder. Monies realized from the sale of equipment and any monies in the treasury of the club will be distributed in the following order and manner: 1) to all creditors to the limit of the debt or in accordance with bankruptcy laws of the state of Oregon. 2) To all persons who have security deposits deposited in the club, whether as active, inactive, or withdrawn, in equal shares to the limit of the amount each person has deposited as a security deposit. 3) To the OSU Foundation/Student Foundation, where the fund is designated for the creation of another student flying club.

DATE ADOPTED: \_\_\_\_\_

CORPORATE SECRETARY: \_\_\_\_\_