

OREGON STATE FLYING CLUB, INC.

BOARD RESOLUTIONS

1.0 MEMBERSHIP

- 1.1 Applicants to be eligible for membership in the Oregon State Flying Club must belong to one of three categories. Category 1 is Current Students (defined below) of Oregon State University (OSU), Linn-Benton Community College (LBCC) or Benton or Linn county High Schools or High School equivalent. Category 2 is staff, faculty, retired employees and alumni of Oregon State University and Linn-Benton Community College; spouses, domestic partners, parents and children of the aforementioned are Category 2 applicants. Category 3 is anyone not meeting Category 1 or 2 criteria. (March 1, 2019)
- 1.2 “Current Students” is defined as one of: i) an OSU student or LBCC student meeting the Minimum Enrollment Standard, or ii) a full-time high school student or high-school equivalent student living in Benton or Linn county. The Minimum Enrollment Standard is a student who is: (a) currently enrolled in at least twelve (12) credit hours; or (b) has six (6) credits completed within the past year, and is currently enrolled in at least six (6) credit hours; or (c) if joining the Club during the summer, was enrolled in the most recent Spring term for a minimum of twelve (12) credit hours. (March 1, 2019).
- 1.3 “Alumni” is defined as a former student of OSU or LBCC that completed at least 36 credit hours at either or both institutions.
- 1.4 "Domestic Partner" is defined by Oregon State University's Domestic Partner Policy. (Nov 1, 2005)
- 1.5 A person under the age of full legal responsibility shall present the written consent of his/her parent(s) or guardian(s) before being eligible for membership.
- 1.6 Authorized flight instructors may join the Club with the approval of the Board. (Apr 4, 2006)

2.0 PLANE CAPTAINS

- 2.1 There shall be a maximum of one (1) “Plane Captain” appointed by the Director of Maintenance for each aircraft owned by the OSFC, Inc. Plane Captains shall serve at the discretion of the Director of Maintenance and shall receive no compensation. Plane Captains shall provide a monthly report to the Director of Maintenance on items of interest as specific by the Board. Plane Captains act only in an advisory capacity to the Director of Maintenance and to the Board. (Nov 30, 2004)
- 2.2 Any Plane Captain can be removed, with or without cause, by the Director of Maintenance *or* by majority vote of the Board of Directors. (Nov 30, 2004)

3.0 AUTHORIZED FLIGHT INSTRUCTORS

- 3.1 Persons authorized to provide flight instruction in OSFC, Inc. aircraft are those who are

approved by majority vote of the Board of Directors. All flight instructors must comply with FAA regulations; applicable federal, state, and local laws; as well as the OSFC, Inc. Bylaws, Board Resolutions, and Rules for Flight Operations.

- 3.2 Approval of any flight instructor may be revoked at any time, with or without cause, by a majority vote of the Board of Directors. Neither OSFC, Inc., its Board of Directors, nor any of its individual members shall be liable for any loss to the revoked instructor as a result of revocation of the instructor's status with the OSFC. (Apr 6, 2004)
- 3.3 An approved instructor may have his or her Board approval to instruct in OSFC, Inc. aircraft suspended by any two Board members pending review by the entire Board at the next regularly scheduled Board meeting. The Board may then elect to revoke or reinstate said instructor's approval to instruct in OSFC, Inc. aircraft. (May 20, 2010)
- 3.4 The minimum requirements for approval of flight instructors who wish to exercise the privileges of an FAA-issued Flight Instructor Certificate in OSFC, Inc. aircraft shall include the following: (a) submission of an application for Board approval through the Director of Flight Operations; (b) completion of an evaluation flight with a Board-designated CFI within the preceding 30 days; (c) submission of copies of the FAA license, current medical, any other documents necessary to exercise the privileges of their CFI certificate, and appropriate license to operate at Corvallis airport; and (d) possession and proof of at least \$1,000,000 per occurrence in CFI liability insurance. (Nov 02, 2004)
- 3.5 To be considered for approval in OSFC, Inc. aircraft the CFI makes application to the Board through the Director of Flight Operations, provides all required documentation (except insurance certification and airport license), sits for an interview with the Board of Directors in Executive Session and flies; at the applicant's expense in an airplane provided by the applicant, or in a Club airplane at the Club's expense, with a Board-designated CFI for the purpose of evaluation. (Jul 11, 2006)
- 3.6 To ensure adequate and consistent supervision, all OSFC-approved flight instructors must be under the supervision of the Fixed Base Operator (FBO) contracted by the corporation for this service, and under the supervision of the FBO Chief Flight Instructor, except that the Director of Flight Operations is exempt from this resolution. (May 20, 2010)
- 3.7 If an instructor has requested approval and been denied by the Board, that instructor shall not be reconsidered for approval for a period of no less than six (6) calendar months. (Apr 6, 2004)
- 3.8 Approved instructors are so approved for a period of twelve (12) calendar months. Instructors must be re-approved annually, fulfilling any of the above requirements at the discretion of the Board for re-approval. (Apr 6, 2004)

4.0 RATE SCHEDULE

- 4.1 The Board of Directors sets equipment rates; initiation fees, security deposit and monthly dues. Rates, fees, deposits and dues will be evaluated and adjusted, if necessary, no more often than four times each year (three months must elapse from previous change). Increases in equipment rates or monthly dues shall be no greater than 20% at any

assessment. (March 1, 2019)

4.2 The non-refundable initiation fee for new members shall be \$250 for Category 1 applicants, \$500 for Category 2 applicants, and \$1000 for Category 3 applicants. (March 1, 2019)

4.3 Reserved. (March 1, 2019)

4.4 a) Dues income will be reserved, insofar as practical, for administrative expenses and for fleet replacement, i.e., purchase of airplanes. Dues will be established to provide a fixed capital reserve per year for fleet replacement, to be determined by the Board, plus the estimated annual administrative expenses. (March 1, 2019)

b) Effective February 1, 2019, members shall be assessed the following monthly dues. (January 17, 2019)

Active-status members: \$44/month
Inactive-status members: \$20/month
Directors: waived
Authorized flight instructors: waived

4.5 a) Hourly rates shall be set so that each airplane, or class of airplane (using averages), pays in full for its operating costs, including, but not limited to, future engine replacement, maintenance, insurance, fuel, tie-down or hangar rent, subscriptions (GPS database, XM weather, etc.), registration, supplies, and a charge for future major improvements, the latter to be set by the Board.

b) Hourly rates for each airplane shall be adjusted, if necessary, for fuel and other costs each time the Club purchases bulk fuel or there is a significant change in airplane expenses (e.g., insurance premiums, engine replacement costs, etc.). The Director of Maintenance, in consultation with the Treasurer and other Board members as necessary, will calculate new rates and present them to the Board for approval.

c) Hourly rates shall include fuel purchased at the Club's negotiated price at the KCVO self-service fuel station. The pilot must pay the difference between this price and the price paid for fuel purchased from the CAS fuel truck, the fuel purchased at the KCVO fuel self-service station using a personal credit card, or fuel purchased at another airport. The current OSFC fuel cost and effective dates will be posted on the OSFC web site. The Treasurer will have the authority to negotiate a fair resolution should there be unusual circumstances, such as an inoperative fuel card.

d) Effective January 1, 2020, members shall be charged the following Hobbs-hour rates, or 1.1 times the tach-time if the Hobbs meter fails, for use of corporate aircraft. (Sep 24, 2019)

Cessna 172M: \$115.00 / hr
Cessna 172R: \$135.00 / hr
Cessna 172SP: \$150.00 / hr

5.0 CORPORATE FUNDS

- 5.1 Only the President, Secretary, Treasurer, Director of Flight Operations, Director of Information Resources, and Director of Maintenance shall have check-signing authority. Two signatures are required on each check issued by the Corporation. (Jun 14, 2005)
- 5.2 Any two Board members having check signing authority shall jointly authorize all corporate expenditures that are necessary in carrying out normal monthly operations. All other expenditures must be authorized by a majority vote of the Board of Directors.
- 5.3 Funds for present and future maintenance, and major improvements, shall be included in the cost of equipment operation. The Treasurer shall create and maintain three virtual funds as follows:

1. Engine Replacement Reserves
2. Major Improvement Fund
3. Fleet Replacement Fun

The Board may borrow from or reallocate dollars amongst these funds, as necessary. (Dec 17, 2009)

- 5.4 No member shall perform work, or direct work to be performed, on corporate aircraft except as prescribed in the Rules. (Dec 17, 2009)

6.0 BOARD OF DIRECTORS

- 6.1 The elected members of the Board of Directors shall include a Director of Flight Operations, a Director of Maintenance, a Director of Information Resources, and a Director of Promotional Activities.
- 6.2 Members shall be nominated for elected Directorships prior to the election. The names of members nominated for Directorships shall be posted when nominated.
- 6.3 Each Director is authorized to approve new memberships.
- 6.4 A member can be simultaneously elected up to as many as two Directorships.
- 6.5 The corporate President and corporate Secretary may be the same individual.
- 6.6 An individual holding two Board positions is entitled to only one vote.
- 6.7 A member may hold an elected Director's position after one full year of membership.
- 6.8 The financial records of the corporation shall be compiled, audited, and certified by a Certified Public Accountant, who is not a member of the OSFC, Inc., at each transfer of duties to a new Treasurer.

7.0 SPECIFIC DUTIES OF DIRECTORS

- 7.1 As Chairman of the Board the President facilitates board discussions and decisions on club strategy, fleet planning, and promotional activities. In preparation he integrates relevant

data from the departments including, but not limited to, revenue from dues and flight hours, maintenance and other operations cost, and the roll-up from the accounting database. The President shall have the explicit authority to negotiate, on behalf of the Board, with the FBO on contract issues. Under direction of the Board of Directors, the President shall execute, on behalf of the corporation, all contracts, agreements and other instruments.

- 7.2 The Secretary shall have overall responsibility for all recordkeeping. 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) enter tach sheet hours into accounting software, generate the end-of-month flight records and provide a listing of members who fly each month to the Director of Flight Operations; and (e) any other duties as may be prescribed by the Board of Directors.
- 7.3 The Treasurer shall: (a) oversee the club's bookkeeper and act as primary liaison between the bookkeeper and the Board of Directors (b) act as administrator for the club's on-line accounting software and maintain an accurate record of all club finances therein; (c) maintain a list of active and inactive members; (e) maintain the Financial No-Fly list monthly (f) reconcile the club's bank account statements monthly. The Treasurer is responsible for accounts payable (entry, paying bills, writing checks, etc.), accounts receivable (entry, recording payments, making deposits, informing the President and Secretary of delinquent accounts, insuring taxes are filed at the appropriate time, and creating monthly profit/loss statements.
- 7.4 The Director of Flight Operations shall: (a) maintain oversight of the quality and safety of flight training; (b) supervise the standards for and execution of all flight proficiency checks; (c) oversee all flight operations and aircraft rules and regulations; (d) reconcile scheduling conflicts and issues; (e) reconcile the monthly list of members flying with the currency database; and (f) notify the President and Secretary of those members flying out of currency. In addition, the Director of Flight Operations shall have the explicit authority to negotiate, on behalf of the Board, with the insurance provider regarding aircraft and member insurance coverage.
- 7.5 The Director of Maintenance shall act as the OSFC, Inc. contact and agent with regard to any and all maintenance and/or repair of OSFC aircraft. The Director of Maintenance is not responsible for the actual inspection, maintenance and/or repair of OSFC aircraft; responsibility for proper performance of maintenance and repair of OSFC aircraft rests entirely with the maintenance and repair facility actually performing the maintenance and/or repair. The Director of Maintenance shall (a) authorize, on behalf of OSFC, any and all maintenance and/or repair of OSFC corporate aircraft; (b) review and reconcile all maintenance invoices; (c) provide the Board a monthly summary of maintenance actions and issues; (d) coordinate delivery and retrieval of OSFC aircraft for service at other airports or maintenance and/or repair facilities; and (e) other duties as may be assigned by the Board. The Director of Maintenance is responsible for assuring that the corporate aircraft are scheduled in a timely manner for all maintenance and repair. The Director of Maintenance shall coordinate with the maintenance and repair facility as the maintenance

and repair facility assures that all OSFC aircraft are in full compliance with all applicable FAA laws, rules and regulations.

- 7.6 The Director of Information Resources shall maintain oversight of all computer-based systems. The Director of Information Resources is specifically responsible for operation of the online member database, scheduling, web-based voting, web-based notices, and email lists.
- 7.7 The OSUSFC President shall: (a) shadow the corporate President; (b) preside at Board meetings under the direction of the corporate President; and (c) assist the corporate President in carrying out his/her duties.
- 7.9 The OSUSFC Vice President shall: (a) shadow the Director of Maintenance; and (b) assist the Director of Maintenance in carrying out his/her duties.
- 7.10 The OSUSFC Secretary shall: (a) shadow the corporate Secretary; (b) record minutes at Board and member meetings under the direction of the corporate Secretary; and (c) assist the corporate Secretary in carrying out his/her duties.
- 7.11 The OSUSFC Faculty Advisor shall: (a) act as liaison between the OSUSFC and the corporation; (b) recruit new Board members; (c) act as liaison between OSFC, Inc. and Oregon State University; (d) act as liaison between OSFC, Inc. and the Corvallis Airport Manager and Commission; (e) provide public relations support; (f) be the corporation's Registered Agent to the State Corporation Board; and (g) ensure that the interests of the OSUSFC are heard by the Board of Directors on issues involving the student organization or its members.

8.0 CONFLICTS OF INTEREST

- 8.1 When a Board member determines that he/she has a conflict of interest with an issue before the Board, the Board member shall declare a conflict of interest. When the Board of Directors determines by a majority vote of Board members present at the meeting including the Board member being discussed, that the Board member has an actual or potential conflict of interest, the Board shall declare a conflict of interest regarding that particular Board member and that particular issue. When a conflict of interest is declared, the conflicted Board member shall not vote on any conflicted issue before the Board, but the Board member may participate in discussion with the Board of Directors of the conflicted issue. (Dec 3, 2003)

9.0 BOARD RESOLUTIONS

- 9.1 These Resolutions shall be changed, revised, or amended by a majority vote of Directors present at any meeting of the Board of Directors where a quorum is present.