

**ORLANDO AERO
CLUB, INC.
By-Laws**

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ORLANDO AERO CLUB, INC.

Welcome to the Orlando Aero Club! The purpose of this package is to familiarize new members with the Club, its aircraft, and membership procedures. Included are a copy of our governing by-laws, rules of operation and a list of Club Officers, Directors, and Instructors whom you may contact for further information. New members are encouraged to keep this package as a convenient reference.

The Orlando Aero Club (OAC), established in 1967 by a construction company and incorporated in 1971, is one of Florida's largest member-owned flying clubs. We are based at Atlantic Aviation at the Orlando Executive Airport. The Club presently operates four aircraft : three Cessna's and a Citabria. All aircraft are professionally maintained and serviced by licensed maintenance facilities selected by the OAC Board.

The purpose of the Club is to promote **PROFICIENCY, SAFETY, and RECREATION** and to provide a **LOWER COST OF FLYING**. We believe you will find the Club an excellent opportunity to enjoy flying well-equipped aircraft at very competitive rates with maximum convenience and availability.

General membership meetings are held on the second Wednesday of each month at 7:30 p.m. The meetings generally include a review of Club business, current financial status, aircraft maintenance and operation status, acceptance of new members and a special safety program. **Visitors are welcome at all meetings.**

BY - LAWS

ARTICLE I - MEMBERSHIP CLASSIFICATION AND PRIVILEGES

Section 1. Membership status shall be classified as active, inactive, grounded, or terminated. A member shall hold only one status at a time.

Section 2. An active member is one who shall be tendered all privileges and benefits within the power of the Club to bestow. Each active member is entitled to one (1) share of ownership.

Section 3. An active membership may include additional active members to include a spouse and dependent(s) under the age of 18 and shall then be defined as a Family Membership. Each individual, the spouse and dependent(s), in the Family Membership program will own one (1) \$25.00 share of ownership in the Club. This share of ownership is purchased upon joining the Club or change to active member status and is refundable upon resignation from the Club or when a member changes to inactive status. Monthly dues may be reduced for additional active members under the Family Membership program approved by the Board.

Section 4. Membership shall be classified as follows:

Class I	Officers of the Club
Class II	Instructors
Class III	Regular membership

Section 5. An inactive member is one who has been granted such status upon that member's request to the Treasurer or as determined by the Board. The only privilege offered a member in this classification is priority in returning to active status. The member will remain on inactive status for a minimum of 90 days.

Section 6. A grounded member shall be one who has been temporarily denied all privileges of membership in the Club by action of the Board. A period of grounding shall be limited to thirty (30) days, at the end of which time the Board shall be required to take further action.

Section 7. A terminated member is one who severs all connections with the Club by submitting a request for said status to the Treasurer, or severed by the Board according to ARTICLE II, Section 4 of these by-laws.

Section 8. A member in good standing is a member who is financially current and otherwise in compliance with Club requirements.

ARTICLE II - MEMBERSHIP APPLICATION, TERMINATIONS, AND EXPULSIONS.

Section 1. The limit on the number of active members shall be determined at the discretion of the Board based on the amount of equipment, insurance requirements, and the average time the equipment is in use so as to allow reasonable use to each active member without undue restriction.

Section 2. An applicant for membership shall submit his/her application, all appropriate fees, and the first month's dues to any Officer, Director, or Instructor. The Treasurer may make a credit check on each applicant. The acceptance or refusal of any application shall be altogether at the discretion of the majority of the Board. Upon approval of the application of a prospective member by the Board, the Treasurer shall put his/her name on the active list. If the membership is full, the name is to be placed on a waiting list. New members to fill vacancies must be taken from the list. Names will be taken from the top of the list and the new member's active membership will begin at the time the required fees are paid. At a regular meeting following the Board's decision to accept a new member, the Board's decision must be ratified by a majority vote of the active members present at said meeting. If the ratification vote occurs and the Board's decision is not ratified by a majority vote of the active members present, the new member's membership shall be terminated immediately and the Treasurer shall promptly refund the new member's initiation fee and cost for one share of membership.

Section 3. Termination shall become effective on the last day of the month the formal request is received by the Treasurer and then only upon approval of the Treasurer, but in no event before all monies due the Club shall have been collected.

Section 4. The Board may, after notice and hearing, expel a member for due cause. Final expulsion shall take place immediately. No member having been expelled from the Club shall be entitled to any refund except for his/her share of stock at purchase price.

ARTICLE III - FLYING OPERATIONS AND MAINTENANCE

Section 1. Flying operations will be conducted in accordance with Federal Aviation Regulations and any Operational Rules published by the Club.

Section 2. Club maintenance shall be conducted in accordance with all Federal Aviation Regulations.

ARTICLE IV - OFFICERS, DIRECTORS, MEETINGS AND MEETINGS OF THE BOARD

Section 1. A minimum of three and a maximum of seven Directors shall be elected annually for staggered terms of two years by the active members. This election shall take place at the November general membership meeting. A simple majority of active members present or voting by proxy will be necessary to elect Directors.

Section 2. The Directors shall submit to the share holders for election the following Officers and such other positions as required:

PRESIDENT
VICE PRESIDENT
MAINTENANCE OFFICER(S)
SECRETARY
TREASURER

Additional nominations and elections of the Officers may take place at the June meeting or at successive general membership meetings until all required Officers are elected.

Section 3. The Board shall be defined as consisting of all Officers and Directors. Each member of the Board shall be entitled to one vote in all matters coming before the Board.

Section 4. To be eligible to serve on the Board, a member (including family members above the age of 18) must have completed a minimum of one year in good standing. Good standing is defined as attending eight (8) out of the last twelve (12) general membership meetings and be financially current with the Club.

Section 5. An annual meeting of the active members shall be held on the second Wednesday during the month of June in each year if not a legal holiday, and if a legal holiday, at such a time as deemed necessary by the Board for the purpose of electing Officers and to transact such other business as may be presented to the members. No member may hold more than one (1) share of ownership, which represents one vote. A simple majority of active members present or voting by proxy will be necessary to elect Officers.

Section 6. A special meeting of the active members may be called for any purpose or purposes by a majority of the Board. The active members shall be notified of any special general membership meetings, if reasonably possible, and of the time, place and purpose or purposes of the meeting, and only that business for which the meeting is called shall be transacted.

Section 7. Twenty percent (20%) of active members shall constitute a quorum at all general membership meetings for the transaction of business and shall decide any issue coming before the meeting, unless otherwise provided in the By-Laws.

Section 8. The regular meeting of the Board shall be held preceding the monthly meeting of the active members. At any meeting of the Board, a quorum shall be defined as a simple majority of the members of the Board. A simple majority of this quorum shall decide any issue coming before it.

Section 9. Special meetings of the Board may be called with one (1) day notice by the President, and shall be called by the President at any time upon a written request by the majority of the Board.

Section 10. All meetings shall be conducted in accordance with Robert's Rules of Order and shall be conducted in an orderly fashion.

ARTICLE V - DUTIES OF OFFICERS, INSTRUCTORS, AND MEMBERS

Section 1. It shall be the duty of all Officers to perform their duties satisfactorily to continue the activities of the Club.

Section 2. The Officer's duties shall be defined as follows:

PRESIDENT

- Is the presiding officer of the general membership meetings and of the Board meetings.
- Has the authority to appoint committees and shall be an ex officio member of each.
- Is responsible for all other duties as deemed necessary.
- Has a term of office not to exceed two (2) consecutive one (1) year terms.
The President shall have the option to serve a one year term as a board member on the Board following his/her term as President.

VICE PRESIDENT

- Assists the President, assuming duties in the President's absence.
- Is responsible for providing scheduling services, investigating infractions of Club Rules, and in general acting as SGT. AT ARMS.
- Has a term of office not to exceed two (2) consecutive one (1) year terms.

SECRETARY

The Secretary shall be responsible for all record keeping, including the minutes, publication of the newsletter, compiling the share holder's records, maintaining an accurate membership list, correspondence, office supplies, and any other duties deemed necessary.

TREASURER

The Treasurer shall handle all the financial transactions of the Club. Any expenditures, other than normal monthly expenditures, must be approved by the Board.

The Treasurer shall have authority to sign checks. In the absence of the Treasurer, the President, or the Chief Maintenance Officer may sign checks. A monthly financial report shall be submitted by the Treasurer to the Board and in turn to the membership.

MAINTENANCE OFFICER(S)

The Maintenance Officer(s) shall be defined as the Chief Maintenance Officer and his/her selected assistants. The Maintenance Officer(s) shall be responsible for the aircraft being maintained in a manner most beneficial to the Club and in accordance with FAA regulations. He/She shall coordinate all maintenance activities with scheduling.

Section 3. All active Orlando Aero Club Flight Instructors shall be active members of OAC and shall belong to the Orlando Aero Club Flight Instructors Group. The charter of the Flight Instructors Group shall be to maintain the proficiency and flying skills of all active Orlando Aero Club members at the highest possible levels by providing a consistently high level of standardized flight instruction in accordance with FAA regulations and guidelines. In addition to other flight instructional duties, the Flight Instructors Group shall perform the administration of the annual Orlando Aero Club check rides to a consistent, high performance standard. New flight instructor candidates shall be recommended by the Flight Instructors Group and approved by the Boards.

Section 4. The Flight Instructors Group shall designate one flight instructor to the office of Chief Flight Instructor. The Chief Flight Instructor shall provide direction and guidance to all Flight Instructors Group members and shall represent the Flight Instructors Group to the Board. The Chief Flight Instructor shall follow up on all FAA violations.

Section 5. The Chief Flight Instructor shall schedule Flight Instructors Group meetings as required.

Section 6. The duties of all Orlando Aero Club members shall be to conduct themselves in a proper and fitting manner, to uphold the dignity of the Club on the flying field, to be alert and mindful of the Club's interest, to exercise caution and safety in all aspects of aircraft operation, and to observe all federal, state, local and Club rules and regulations.

Section 7. It is the obligation of Orlando Aero Club member to notify the Treasurer of any changes of address or contact information within one billing cycle of the change.

ARTICLE VI - GENERAL FINANCE

Section 1. In the event of damage to equipment of the Club, except where provided for elsewhere in the Club regulations, the following specific rules shall apply:

- A) Except for incidents resulting from a member's own carelessness or negligence, as determined by the Board, the OAC will cover the deductible.
- B) A member is liable for damages over and above the amount covered by insurance, as well as those not covered by insurance, if such damage results from the member's own carelessness or negligence as determined by the Board.
- C) In case of doubt as to the cause of the accident, and/or incident, the Board shall abide by the finding of the FAA and/or the National Transportation Safety Board.

Section 2. No member of the Club shall be authorized to make purchases in the name of the Club except by order of the Board or as set forth in Article III, section 3 of the Operational Rules.

Section 3. Each month each member will be mailed or emailed a statement covering charges accrued through the last billing date, plus dues for the following month.

- A) A member whose check for the net amount has been returned unpaid by the bank will thereupon be assessed the applicable service charge determined by the Board.
- B) A member failing to remit payment within thirty (30) days of receipt of the monthly statement will be grounded automatically.
- C) Late payments are subject to a \$15.00 late fee.
- D) In the event that an account is referred to an attorney for collection, the member shall be responsible for all attorney fees and costs related to the collection.

Section 4. In the event the existence of this Club is terminated, all assets of the Club shall be utilized on a first-priority basis to pay off all outstanding debts. *Any remaining assets of the Club shall be distributed pro rata among the active members as determined by each member's initial membership share plus their contingent earned shares. These contingent earned shares are issued if, and only if, there has been a decision to liquidate the corporation. The algorithm to grant these additional shares to the then active membership is based on total active time in the club and service to the club as an officer, board member, or instructor; the initial algorithm will be reviewed each year at the rates meeting and were any changes felt to be necessary, these*

would be presented to the general membership for approval. The weighting factors in the algorithm are:

- 0.4 shares per year of active membership
- 0.3 shares per year as an instructor
- 0.3 shares per year as a Board member,
- 0.6 shares per year as an officer.

A ledger of each member's pending additional shares via this algorithm shall be maintained by the Secretary. The data of this accounting shall be updated each year.

ARTICLE VII - INITIATION FEES, DEPOSITS, AND ASSESSMENTS

Section 1. Initiation fees, as set by the Board, the cost of one share of membership, and the first month's dues shall be charged each new member.

Section 2. The initiation fee is non-refundable and non-transferable. Upon requesting inactive status, or termination of membership in the Orlando Aero Club, Inc., the owner of the share of membership agrees to sell his/her share of ownership back to the Orlando Aero Club, Inc., at the same price at which it was purchased.

Section 3. A member failing to remit entire payment of all accounts within thirty (30) days of receipt of the monthly statement will be placed on grounded status. The member will then be charged the past due balance and any minimum and dues, if applicable. At or by the end of sixty (60) days, the member may (1) remit the entire past due balance and either go inactive or terminate the membership; or (2) pay entire amount and become active. At the end of sixty (60) days the member will be classified as a terminated member and unless written acknowledgment is received by the Treasurer within fifteen (15) days thereafter, all accounts of said member will be turned over to the Vice President for collection.

ARTICLE VIII - DUES AND FLYING RATES

Section 1. Dues shall be payable in advance and are due upon receipt of billing.

Section 2. All flying charges and other assessments shall be payable upon receipt of billing.

Section 3. The following rates, discounts and dues apply to each Class of membership:

CLASS I MEMBERS

Will be billed actual flying time at Officer rates with reduced dues.

Officer rates are defined as regular flying rates with the following discounts applied:

President:	\$ 4.00 per flying hour
Other Officers:	\$ 3.00 per flying hour

CLASS II & III

Will be billed at regular flying rates and or minimums plus dues, as applicable.

Section 4. Members may become inactive by transmitting a written request for said status to the Treasurer. Inactive dues will be \$10.00 per month. However, subject to a majority vote of the Board otherwise, inactive dues will be waived indefinitely for any member who was an active member for more than ten (10) consecutive years immediately prior to becoming an inactive member. Upon re-activation, a minimum of \$25.00 must be paid, at which time the surrendered share of membership will be credited. If an inactive member fails to pay for a period of three (3) months, the membership will be terminated.

Section 5. Charges for flying time shall be determined by the Board, based on actual cost of operations. Flying time shall be recorded from the recording tachometer.

Section 6. On all multiple-day flights in a Club aircraft, a minimum average of three (3) hours per day on weekends and holidays, two (2) hours per day on weekdays may be assessed, at the discretion of the Board of Directors.

ARTICLE IX - REVISION OF CHARGES

Section 1. At least once each year the Board shall review all fees, assessments, flying rates, and other charges, and if necessary, revise them or recommend revision, basing such revision on current operating costs.

ARTICLE X - MISCELLANEOUS

Section 1. Each member of the Club shall have read and shall have promised in writing to observe and abide by all the provisions of the By-Laws and other regulations of the

Club, and to acquaint himself/herself as thoroughly as possible with the local field rules of any airport and landing fields used by the member and to observe them to the best of his/her ability.

Section 2. Penalties for violation of any of the provisions of these By-Laws and any other Club regulations shall be determined by the Board except where a specific penalty is otherwise provided.

Section 3. Temporary waivers to these By-Laws will be made by majority vote of the Board.

ARTICLE XI – AMENDMENTS

Section 1. Amendments to these By-Laws may be initiated by a majority vote of the Board at a regular or special meeting called for that purpose.

Section 2. The Board shall have the responsibility for promulgating and enforcing such Operational Rules as the Board, in its sole discretion, shall determine are necessary or appropriate for the proper operation, maintenance and care of Club assets and/or for the safety and welfare of the Club, Club Member and the public.

Section 3. Any amendments to these By-Laws shall be ratified by a simple majority of active members present at the next monthly meeting.

CHANGE LOG

<u>Date</u>	<u>Section</u>	<u>Change</u>
12/13/17	Multiple Places	Change "Showalter" to "Atlantic Aviation"
10/8/2014	Multiple Sections	General verbiage cleanup, voting quorum, and keeping of Club records.
7/13/2011	By-Laws, ARTICLE II, Section 2 - MEMBERSHIP APPLICATION, TERMINATIONS, AND EXPULSIONS	Updated section to allow board to grant conditional membership to new members pending general membership approval
11/11/2009	Introduction	Updated club location and meeting times
	Membership Structure / Costs	Updated verbiage to designate initial cost as an initiation fee rather than an equity investment
	Membership Structure / Costs	Updated cost structure grid to reflect current costs
	Aircraft Maintenance / Facilities	Updated verbiage to designate correct parking areas. Removed reference to club office.
	Aircraft	Removed obsolete aircraft, updated equipment listings and referred to the website to find current hourly rates
	Unscheduled Maintenance Needs	Updated to refer to positions not individual names, removed reference to club phone number
	Operational Rules - ARTICLE I, Section 2 - RESERVATIONS	Updated to reflect that the club no long has its own internet access
	Operational Rules - ARTICLE II, Section 8 - RESTRICTIONS OF USE	Updated to reflect that all OAC aircraft and facilities are non smoking
	Operational Rules - ARTICLE II, Section 19 - RESTRICTIONS OF USE	Clarified verbiage related to fuel requirements
	Operational Rules - ARTICLE III, Section 3 - INSPECTION, OPERATIONS AND MAINTENANCE	Updated contact order for maintenance issues as well as updated location for current fuel reimbursement rate
	By-Laws, ARTICLE I, Section 6 - MEMBERSHIP CLASSIFICATION AND PRIVILEGES	Updated verbiage to reflect that any grounded member will not automatically return to active status, case must be reviewed by the board after 30 days
	By-Laws, ARTICLE V, Section 2 - DUTIES OF OFFICERS, INSTRUCTORS, AND MEMBER	Updated definition of the maintenance officer to state that any assistance will be selected by him and approved by the board
By-Laws, ARTICLE V, Section 7 - DUTIES OF OFFICERS, INSTRUCTORS, AND MEMBER	Removed reference if an owner needing to notify the club in the event of employment changes.	

	By-Laws, ARTICLE VI, Section 3 - GENERAL FINANCE	Removed reference to bills being sent by U.S. Mail. Bank service charges charged to any owner will be determined by the board rather than being a flat rate. Added additional bullet that makes the owner responsible for all fees relative to bill collection.
	By-Laws, ARTICLE VII, Section 2 - INITIATION FEES, DEPOSITS, AND ASSESSMENTS	Updated verbiage to designate initial cost as an initiation fee rather than an equity investment
6/13/18	By-Laws, ARTICLE VI, Section 4 - GENERAL FINANCE	Added specific instructions for the pro rata distribution of assets in the eventuality of termination of this Club.