

WOODSTOCK (ONTARIO) FLYING CLUB

BYLAWS

Ratified April 2019

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The name of the Corporation is the Woodstock (Ontario) Flying Club hereinafter referred to as the 'Club'

BYLAW 1 - PART 1

Borrowing Bylaw

The Club may from time to time as directed by the Board of Directors, borrow money, contract debts, make contracts, and exercise any and all other powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient or expedient for the accomplishment of any of its objects or purposes, providing the same be not inconsistent with the laws of Ontario and to that end, enumeration of such powers shall not be deemed inclusive.

BYLAW 1 - PART 2

Meetings of Members

1. All meetings of the members, except as herein otherwise provided, shall be held at a place to be determined by the President.
2. The annual meeting of the Club shall be held no later than the 15th of February.
3. Notice of the annual meetings of the members shall be given by written notice at least five (5) days before such annual meeting. Written notice shall be defined for the purposes of these Bylaws as either postal or electronic means unless otherwise specified.
4. Special meetings of the members may be held at such time and place as the President may determine, or may be called by a majority of the Directors or by written petition of at least five (5) members. It shall be the duty of the Secretary to call such meeting within ten (10) days after such demand.
5. Notice of special meetings of members, stating the time and in general terms the purpose thereof, shall be given in a like manner as the notice required for the regular annual meetings. If all the members shall be present at any meeting, any business may be transacted without previous notice.
6. At any meeting of the members, a quorum shall consist of one-quarter of the members who are in good standing.
7. The President, or in their absence the Vice-President, or in the absence of the President and Vice-President, a Chairman elected by the members present shall call the meeting of the members to order and shall act as the presiding officer thereof.
8. At the annual meeting of the members, the members shall elect by ballot, a Board of Directors as constituted by these Bylaws.

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9. At every meeting for the members only members in good standing shall vote and then each such member shall have only one vote.
10. A majority vote of the members in good standing present is necessary for the adoption of any resolution and for the election of any member to the Board of Directors.

BYLAW 1 - PART 3

General

1. The powers, business, and property of the Club shall be exercised, conducted and controlled by a Board of Directors of not less than five (5) and not more than nine (9) members.
2. Each Director shall be elected from the membership of the Club to serve for a period of two (2) fiscal years, or until their successor is appointed. A maximum of one half plus one of the previous year's Board shall be eligible for retirement each year.
3. In case of a vacancy in the Board, the remaining Directors shall fill such vacancy by appointment from the Club membership. If three or more vacancies occur at any one time, they shall be filled by vote of the members at a meeting duly called. A two-thirds majority vote by the members in good standing is necessary to remove a Director.
4. Immediately after each annual meeting of members, the newly elected Directors shall hold a meeting and organize by election, President, Vice-President, Secretary, Treasurer and also an Aircraft Officer, a Safety Officer and transact any other business that may come before the meeting.
5. Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President.
6. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of two Directors.
7. Notice of special meetings, of the Board of Directors stating the time and in general terms, the purpose shall be mailed, emailed or personally given each Director not later than the day before the day appointed for the meeting. If all Directors shall be present at any meeting any business may be transacted without previous notice.
8. A majority of Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least majority of those present shall be necessary to pass any resolution or authorize any act of the Club.
9. Each member of the Board of Directors shall serve without any compensation or reward, except as otherwise provided in these Bylaws.

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10. The Board of Directors shall cause to be kept a complete record in the Club's Minute Books, of all acts and proceedings of its meetings and to present a full statement at the regular meeting of the members, showing in detail the condition of the affairs of the Club.
11. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform or cause to be done and performed any and every act which the Club may lawfully do and perform.
12. The Board of Directors shall not enter into any agreement of purchase or sale for a capital expenditure in excess of \$3,000 without the prior approval of the Owner Members.

BYLAW 1 - PART 4

Officers

1. The Executive Office of the Club shall have a President, Vice-President, a Secretary and a Treasurer.
2. The President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors from their own number at the first meeting after organization of the corporation and thereafter at the first meeting after the regular annual meeting of the members and shall hold office for twenty-four (24) months or until their successors are elected or appointed.
3. The Board shall comply with applicable regulations as they pertain to the annual audit or review of the Club. When an auditor is appointed in this capacity an annual fee will be paid as deemed appropriate by the Board.

BYLAW 1 - PART 5

President

1. The President shall be the Chief Executive Officer of the Club. He/She shall preside at all meetings of the Club and the Board of Directors. He/She may call any special meeting of the members of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, all certificates of membership, contracts, and instruments which have been first approved by the Board of Directors.
2. The President shall be responsible to the Board of Directors for the operation of the Club. He/She shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all members for each type of flight operation. He/She shall recommend for approval to the Board of Directors all operating rules of the Club and shall report with recommendations all violations of such rules by any member of the Club.

BYLAW 1 - PART 6

Vice-President

1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in the event of absence or disability of the President.
2. The Vice-President shall also perform such duties connected with the operation of the Club as he/she may undertake at the suggestion of the President.

BYLAW 1 - PART 7

Secretary

1. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He/She shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. He/She shall keep the book of Bylaws, the Club Seal and such other books and papers as the Board of Directors may direct. He/She shall execute with the President, in the name of the Club, all certificates of membership, contracts and instruments which have been first approved by the Board of Directors.
2. The Secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board of Directors.
3. The Secretary shall also perform such duties connected with the operation of the Club as he/she may undertake at the suggestion of the President.

BYLAW 1 - PART 8

Treasurer

1. Two members of the Board of Directors, including at least one of the President, Treasurer or Secretary shall execute in the name of the Club all cheques for the expenditures authorized by the Board of Directors. The Treasurer shall receive and deposit all funds of the Club in the bank selected by the Board of Directors, which funds shall be paid out by cheque or automatic withdrawal, as hereinbefore provided. He/She shall also have the power to invest at a recognized banking institution money that is otherwise sitting in idle accounts to obtain a better rate of return. He/She shall also account for all receipts, disbursements and balance on hand.
2. The Treasurer, or the designated bookkeeper, shall perform the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Club bookkeeper shall be paid such remuneration as deemed appropriate by the Board.

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3. The Treasurer or their designate shall maintain a current list of members with their addresses and telephone numbers made available to all club members.
4. The Treasurer shall also perform such duties connected with the operation of the Club as he/she may undertake at the suggestion of the President.
5. The Treasurer shall advise the estates of deceased members of their rights of membership in the club.

BYLAW 1 - PART 9

Aircraft Officer

1. The Board shall appoint one Aircraft Officer per aircraft owned, leased, rented or permanently utilised by the Club, from the Board of Directors.
2. The Aircraft Officer shall be responsible for maintaining current information in the logbooks, and other record books of the aircraft, including a means to schedule use of the aircraft.
3. The Aircraft Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certificated aircraft and engine mechanic, and for obtaining all checks, inspections, major overhauls, wash downs and cleanliness, and for compliance with all service bulletins and insurance policies for the aircraft.
4. The Aircraft Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.
5. The Aircraft Officer shall ensure that the aircraft is not flown if he/she considers the aircraft not serviceable or if certificates or policies are not in effect or if some other directives have been issued for its grounding.

BYLAW 1 - PART 10

Flight Instruction

1. The Board shall approve flight instructor(s) or flight schools who will be authorized to conduct checkouts of pilots of the Club and prospective club members who are not current on type.

BYLAW 1 - PART 11

Safety Officer

1. The Board shall appoint a Safety Officer who shall approve new members for flight privileges, as well as monitor all flying members with respect to their licences, medicals, and requirements for currency, and may monitor any other criteria deemed necessary to determine who may fly club aircraft. The Safety officer shall also promote safe flying to the club members. The Safety Officer has the authority to ground any pilot whom he/she feels does not meet the requirements for legal and safe flight.

BYLAW 1 - PART 12

Vacancies

1. If the office of President, Vice-President, Secretary, Treasurer or Aircraft Officer becomes vacant for any reason, the Board of Directors shall elect a successor who shall hold office for the unexpired term.

BYLAW 1 - PART 13

Accident Review Board

1. An Accident Review Board shall be designated by the Board of Directors for each accident involving either a member of the club or any equipment belonging to the Club, providing such accident resulted in damage to equipment exceeding a sum of five hundred (\$500.00) dollars or resulted in an injury. An accident review board can also be designed for any other occurrence deemed by the board of directors to represent a safety risk to the club's property or members.
2. The Accident Review Board shall consist of three members of the Club who were not involved in the accident and shall be appointed by the Board of Directors.
3. The Accident Review Board shall take all steps necessary to ascertain the facts, conditions and circumstances for the accident. It shall arrive at conclusions regarding the probable cause and the responsibility for said accident. It shall then make known to the Board of Directors, and to all parties involved in the accident, its findings in the form of a written report.

BYLAW 1 - PART 14

Membership

1. The Board shall appoint a Membership Chairman from the Directors that shall form and maintain a Membership Committee composed of members of the club that will solicit and indoctrinate prospective new members as directed by the Board.
2. New members may be admitted to the Club only upon completing orientation by a member of the Membership Committee and approval of the Board. Ongoing renewal of membership is at the discretion of the Board.
3. Membership in the club shall be one of the following:
 - a. Owner Member
Enjoys all the privileges of the Club for an initiation fee and annual membership fee as outlined in (4) below and to vote on matters that would decrease or increase the club assets above the limits of the Board or the changing of bylaws and to share in any of the clubs assets in the event of dissolution of the club.
 - b. Flying Member
Enjoys all Club privileges for an annual membership fee as outlined in (5) below including the right to vote on club matters, the changing of bylaws, and to fly club aircraft providing they meet the currency and recency requirements. They are to be excluded from voting on increases or decreases in club assets above the limits of the Board, or from voting on revisions of the bylaws that affect the unique privileges of Owner Member.
 - c. Social Member
Enjoys Social Membership privileges for an annual membership fee as outlined in (6) below and once sponsored by a member in good standing and submission of a full membership application. A social member has access to the property and clubHouse while accompanied by a current member. Flying privileges, including aircraft rental, fuel purchase or billing of any type are not included. Social Members are encouraged to participate in Club Events, membership meetings, fundraisers and property maintenance.
 - d. Lifetime Member
At the discretion of the Board, Life Memberships can be granted to Owner Members or Flying Members who have shown exemplary commitment to the Club. Annual Membership fees are as outlined in (7) below and membership type continues as current at time of granting. Their membership shall be maintained and regulated as per these bylaws.

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4. Owner Member

A person duly accepted to the Club as herein before stated shall be deemed an Owner Member upon acceptance of their application for membership and the payment of the initiation fee as set by the Board. Each Owner Member shall be assessed annual membership fee as set by the Board which shall be payable on the first day of January. Until unpaid membership fees are paid in full, the said member shall be dealt with under Bylaw 1 Part 14 Section 11 unless special arrangements are made with the Board.

5. Flying Member

A person duly accepted to the Club as herein before stated shall be deemed a Flying Member, when in good standing and with conduct becoming of a Member, upon payment of an annual membership fee as set by the Board. Said membership fees shall be payable on the first day of January. Until unpaid membership fees are paid in full, the said member shall be dealt with under Bylaw 1 Part 14 Section 11 unless special arrangements are made with the Board.

6. Social Member

A person duly accepted to the Club as herein before stated shall be deemed a Social Member upon acceptance of their application for membership and the payment of an annual membership fee as set by the Board. Said membership fees shall be payable on the first day of January. Until unpaid membership fees are paid in full, the said member shall be dealt with under Bylaw 1 Part 14 Section 11 unless special arrangements are made with the Board.

7. Lifetime Member

A person whom the board identifies as having been instrumental in the success of the Club, shall be deemed a Lifetime Member by the Board of Directors, at the time of membership renewal and upon payment of their annual membership fee as set by the Board. Said membership fees shall be payable on the first day of January. Until unpaid membership fees are paid in full, the said member shall be dealt with under Bylaw 1 Part 14 Section 11 unless special arrangements are made with the Board.

8. Upon receipt of the appropriate initiation fee and membership fee and when the following conditions are satisfied, the Club shall issue to such new member a certificate of membership as approved by the Board:

- a. The prospective new member under this section shall be subject to all bylaws, rules and regulations of the Club.
- b. The prospective new Flying Member, if approved under Section 2 of Part 14, shall make the payments as outlined in Section 3 of Part 14. If the prospective new member is not approved as outlined in Section 2 of Part 14, the membership fee will be refunded.
- c. The prospective new Flying Member shall provide evidence, satisfactory to the Board, of a valid medical certificate and a valid pilot licence as per the Canadian Aviation Regulations (CARs).

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9. To be allowed to fly club aircraft, a flying member must:
 - a. Be a member in good standing
 - b. Satisfy all club internal rules and insurance requirements
 - c. Satisfy all CARs for the flight.
 - d. It is the responsibility of the flying member to comply with the requirements of Bylaw 1, Part 14 section 8 a. b. c.
10. Leave-of-Absence

An Owner Member in good standing may be granted leave of absence (LOA) upon an annual application in writing to, and approval of, the Board of Directors, and the payment of an annual maintenance fee as established by the Board. When on LOA, said member would be considered a Social Member only however they would share in the disbursement of the club's assets in the event of the dissolution of the Club. Members requesting LOA during the first 60 days of a year, and not having flown during that period, will be granted LOA with effect from the last day of the preceding year, subject to the above conditions. The LOA annual fee shall be payable in advance and due on the first day of January. Said member may be reinstated upon the recommendation of the Membership Committee and payment of a reinstatement fee as set by the Board to be not less than one half of the annual membership dues.
11. Any member who has failed to pay the membership fee or any sum due the Club within sixty (60) days after the said sums shall be due, except as otherwise provided herein, shall be considered a delinquent member. The board may levy an interest charge on delinquent accounts. If said member is an Owner Member or Flying Member, they may be suspended from flying the Club aircraft. When a delinquent member fails to pay the membership fee at the end of 6 months, all rights may be terminated. A delinquent member shall be notified by registered mail of the status and/or termination of the membership.
12. A member may be expelled by a two-thirds vote of the members voting at any regular or special meeting of the members. Ten (10) days notice shall be given to each member facing expulsion who shall have the right to be heard either in person or by counsel at a meeting of the Club called for this purpose.
13. The maximum credit extended to any member shall not exceed \$1000.00, except upon approval of the Board of Directors.
14. No membership can be sold or transferred and only an Owner Member share may be transferred to an immediate family member upon approval of the Board of Directors.

BYLAW 1 - PART 15

Hearings

1. The Board of Directors, upon receipt of the findings of the Accident Review Board, shall offer to all parties involved in the accident the opportunity of a hearing. After the hearing, or if such hearing is waived by all the parties involved in the accident, the Board of Directors shall decide the financial responsibility. The decision of the Board of Directors shall be final.

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2. The Board of Directors shall not impose financial responsibility on any one member in excess of the deductible amount of the Club's insurance policy in effect at the time of the accident, if such accident is fully eligible for an insurance claim. If the damage results from an accident which is not covered by club insurance, then the party responsible for the damage should be liable for up to the full amount of the damage.
3. All financial obligations imposed on any member as a result of a decision of the Board of Directors shall be satisfied within sixty (60) days of written notice.

BYLAW 1 - PART 16

Surplus

1. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury for the purchase of new equipment, for contingencies or for the purpose of reducing the hourly rates for flying as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their individual use during the life of the Club.
2. A financial plan for this surplus should be presented to members on an annual basis.

BYLAW 1 - PART 17

Amendments

1. These Bylaws may be repealed or amended, or new Bylaws adopted by a two-thirds majority vote, at any meeting of the members called for that purpose or at any regular meeting of the members where quorum requirements are met.

BYLAW 1 - PART 18

Operating Rules

1. The Board shall prepare and enforce through its appointed representatives a schedule of Club operating rules, and shall, add to, subtract from, or delete any rule from time to time as the Board deems proper in the best interests of the Club. The operating rules are available in a separate document.

BYLAW 1 - PART 19

Insurance

1. Every aircraft operated by the Club shall be insured at least against public liability as specified by the Board. Each pilot must comply with all other requirements of any such insurance policy carried by the Club that may be in effect at the time.
2. The Club shall also carry public liability insurance on the clubhouse and surrounding lands occupied by the Club including runways.

BYLAW 1 - PART 20

Absence at Board Meetings

1. Any director that misses three consecutive Board of Directors meetings shall be deemed to lack the required enthusiasm and interest to fulfill the purpose of their office and except upon special request and approval of the Board, the Board shall replace said member by the next Directors meeting.

Addendum 1

Summary of revisions, April 2019

All references to 'annual dues' revised to 'membership fee (s).'

All references to 'he' or 'his' revised to 'the', 'their' or 'he/she.'

Membership names clarified to show type first;

- Owner Member
- Flying Member
- Social Member
- Lifetime Member

| <u>Part</u> | <u>Section</u> |
|-------------|----------------|
| PART 3 | 1 |
| PART 4 | 1 |
| PART 8 | 1 |
| PART 9 | 1 |
| PART 14 | 1 - 8,9,11 |