

SPARTANBURG PILOTS ASSOCIATION

Bylaws – revised date 7/2018

ARTICLE I – NAME

SECTION 1. Name

Spartanburg Pilots Association, Inc. (SPA, or hereafter in these bylaws, “the Association”).

ARTICLE II – OFFICES

SECTION 1. Principle Office

The Association maintains a physical office at 500 Ammons Ave, Suite 206, Spartanburg, SC. 2965

ARTICLE III – ORGANIZATION

SECTION 1. Organization

The Association is organized as a South Carolina non-profit corporation for the purpose set forth in Article V.

ARTICLE IV – MOTTO

SECTION 1. Motto

“Fugere et bene agree” (Straighten up and fly right)

ARTICLE V – PURPOSE

SECTION 1. Purpose

- a. Aid and assist fellow pilots.
- b. Promote aviation in Spartanburg County
- c. Promote aviation safety
- d. Provide aviation education
- e. Further interest in aviation
- f. Provide a social environment and fellowship
- g. Acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Association.

ARTICLE VI – MEMBERSHIP

SECTION 1. New Members

New members may be admitted after applications and proof of qualification have been presented to the Membership chairperson. The Association Board of Directors (hereafter in these bylaws, “the board”) shall approve any application before membership is effective.

SECTION 2. Membership Categories

a. Pilot Member.

Any person licensed as a pilot shall be entitled to a Pilot membership. A Pilot Member shall be entitled to all rights, titles, privileges, offices, and ranks as such member.

b. Student Member

Any person currently licensed as a student pilot shall be entitled to a Student membership. Such members shall have voting privileges. They may serve on committees.

c. Associate member

Any person with an interest in aviation and is not entitled to membership either as a Pilot or Student member shall be entitled to an Associate membership. They may serve on committees.

d. Founders.

e. Family membership

Family-Association members who live in the same household. They only get one vote.

f. Life Member

A pilot who chooses to join the association as a lifetime member.

SECTION 3. Membership Payments (Annual Dues unless Founder or Life member)

- | | |
|--------------------------------|----------|
| a. Initial Fee for any member: | \$ 20.00 |
| b. Pilot member | \$ 50.00 |
| c. Student member | \$ 50.00 |
| d. Associate Member | \$ 50.00 |
| e. Founder | \$250.00 |
| f. Family Membership | \$ 75.00 |
| g. Life member | \$250.00 |

SECTION 4. Membership Certificates

Current membership will be maintained on a roster.

SECTION 5. Withdrawal

A member may withdraw upon notification to the Secretary in writing.

Section 6. Expulsion

A member may be expelled by two-thirds vote of the members voting at any regular or special membership meeting. Thirty (30) days notice shall be given to any such member. That member shall have the right to be heard either in person or by representative counsel at the membership meeting.

ARTICLE VII – MEMBERSHIP MEETINGS

SECTION 1. Date, Time and Place

The date, time and place of regular meetings shall be set by the board and published on the web site. Normal meetings are to be held on the second Monday of the Month at 7:00 pm, unless otherwise noted on the website.

SECTION 2. Quorum

At any membership meeting, a quorum shall consist of twenty-five (25) percent of the voting members who are in good standing.

SECTION 3. Presiding Officer

The President, or in her/his absence the vice-President, shall preside, in the absence of both the President and vice-President, then, in order, the Secretary/Treasurer, or other board member shall preside.

SECTION 4. Voting

At any membership meeting, each member in attendance will have one vote. (Family memberships have only one (1) vote). A majority of the members present is necessary for the adoption of any resolution or for the election of a member to the Board.

SECTION 5. Notices

If all members are present at a given time, any business may be transacted without previous notice.

SECTION 6. Procedures

Normal and customary parliamentary procedures will be followed at all membership meetings.

SECTION 7. Minutes

Minutes will be kept of all proceedings. Each meeting may be videotaped and be accessible for those who did not attend the meeting.

ARTICLE VIII – ANNUAL MEMBERSHIP MEETINGS

SECTION 1. Date, Time and Place

The annual meeting of the Association shall be held during the month of October at a time and place to be determined by the Board.

SECTION 2. Notices

Written notice of the annual meeting will be emailed to each member at his/her last known mailing address at least ten (10) days prior to the meeting date. If all members are present at a given time, any business may be transacted without previous notice. (Note: within these bylaws, mail includes electronic mail, if such address has been provided by the member.)

SECTION 3. Election

At the annual meeting, the members shall elect by ballot the Directors and Officers. (Note: If the election does not include contested positions, it may be by acclamation.)

ARTICLE IX – SPECIAL MEMBERSHIP MEETING

SECTION 1. Called Meeting

A Special meeting of the membership may be called by the following:

- a. The President
- b. The Directors by a simple majority
- c. The members, by a written petition of at least 10% of the membership

SECTION 2. Notice

It shall be the duty of the Secretary to inform the membership of any special meeting within thirty (30) days after such a demand. Notice stating the time, the place, and the purpose will be emailed to each member at hi/her last known address at least ten (10) days prior to the meeting date. If all members are present at a given time any business may be transacted without previous notice.

ARTICLE X - BOARD

SECTION 1. Members

The Board shall consist of the following eleven (11) members.

- a. Directors – Six (6)
- b. Officers – four (4). (As defined in ARTICLE XIII, SECTION 1.)
- c. Immediate Past President – One (1)

Each year, two (2) directors shall be elected to the Board to serve three (3) year terms. The initial year will be handled as follows: Two (2) Directors will be elected for three (3) years, two (2) will be elected for two (2) years and two (2) will be elected to serve one (1) year.

SECTION 2. Qualifications

All Directors and Officers shall be a member in good standing of the Association and be at least eighteen (18) years of age.

Members who do not attend meetings may not be recommended or elected to the Board

SECTION 3. Installation

All Directors and Officers shall be installed at a meeting set by the Board.

SECTION 4. Meetings

The meetings of the Board shall be held regularly and shall be called at a time and place to be determined by the board. No later than (1) month after the annual meeting, the newly organized elected Directors and Officers shall meet with the outgoing Board to organize for the incoming year and to transact any necessary business.

SECTION 5. Quorum

A majority of currently serving board members shall constitute a quorum at all Board Meetings.

SECTION 6. Majority

The majority vote of currently serving Board members shall be necessary to pass any resolution of authorize any act of the board.

SECTION 7. Minutes

The Board shall keep a complete record of all proceedings. A statement showing in detail the condition and the affairs of the Association shall be presented at the regular meeting of the Board.

SECTION 8. Assignment of duties

The Board may assign to any consenting member any duty or officer which the Board deems appropriate and necessary to the conduct of the Association and which is otherwise expressly provided for in the bylaws.

SECTION 9. Outside Services

The Board may engage salaried personnel from outside in the membership to perform such services on behalf of the Association, as the membership deems appropriate and necessary.

SECTION 10. Enforcement of the Rules and Regulations

The Board shall enforce all rules and regulations.

SECTION 11. Remuneration

The Board shall serve without compensation or reward.

SECTION 12. Vacancies

- a) In case of a vacancy on the Board, other than that of the President, the membership shall fill such vacancy by the election from the membership at the next regular meeting.
- b) If the Office of the President becomes vacant, the Vice-President shall become President and the membership shall elect a new Vice-President from the membership at the next regular meeting.
- c) If a board member leaves, the board will be able to temporarily fill the position and have it go to general election at year end.
 - i) If a Board Member is absent 3 consecutive times without a “proper” excuse, it will at the Board’s discretion to remove that Board Member with a 2/3 vote.
 - ii) If a member has less than 1 year remaining on their term, the Board will appoint a replacement.
 - iii) If a Board member has more than 1 year, a special election will take place using a 2/3 majority.

SECTION 13. Budget

The Board will develop and present a budget for the Association at the annual meeting.

ARTICLE XI – SPECIAL BOARD MEETING

SECTION 1. Called Meetings

Special meetings of the board may be called by the following:

- a. President
- b. The board members by a simple majority
- c. Members of the Association, by a written petition of at least 10% of the membership.

SECTION 2. Notice

Notice of any special meeting of the Board stating the time, the place and the purpose shall be mailed/mailed or personally given to each Board member no later than three (3) days before the meeting date.

ARTICLE XII – OFFICERS

SECTION 1. Officers of the Association

The officers shall consist of a President, Vice-President, Secretary and Treasurer. If necessary the Secretary and Treasurer may be the same person.

SECTION 2. Election

The Officers shall be elected from the membership at the first meeting after organization and thereafter at the regular annual meeting.

SECTION 3. Tenure in Office

The Officers shall hold office for twenty-four (24) months beginning January 1 and/or until their successors are elected and qualified.

SECTION 4. Serving on the board

The Officers shall serve as members of the board.

ARTICLE XIII – PRESIDENT

SECTION 1. Duties

The President shall be responsible for the following:

- a. To be the Chief Executive Officer of the Association
- b. To preside at all meetings of the membership and of the Board
- c. To call special meetings of the Board
- d. With the exception of checks, to execute with the Treasurer in the name of the Association, all certificates of membership, contracts, and instruments, which have been approved by the Board.
- e. To co-sign checks executed in the name of the Association as appropriate
- f. To be responsible to the membership and to the Board for the operation of the Association
- g. To enforce all decisions of the membership and of the Board
- h. To recommend for approval to the membership all operational rules of the Association
- i. To report to the membership, with recommendation, all violations of such rules by any member.

ARTICLE XIV – VICE PRESIDENT

SECTION 1. Duties

The Vice-President shall be responsible for the following:

- a. The Vice-President shall be vested with all the powers and shall perform the duties of the President in cases of his/her absence
- b. The Vice-President shall perform such duties connected with the operation of the Association as he/she may undertake at the suggestion/direction of the President or Board.

ARTICLE XV – SECRETARY

SECTION 1. Duties

- a. To perform all duties incident to the office the Secretary
- b. To perform such duties as he/she may undertake at the suggestion/direction of the President
- c. To keep the minutes of the proceedings of meetings of the Board
- d. To the giving and serving of notice of all meetings of the membership and of the Board
- e. To keep the following: the bylaws of the Association, the seal, and such other books and papers as the Board or membership may direct.

ARTICLE XVI – TREASURER

- a. To perform all duties incident to the office of the Treasurer
- b. To perform such duties as he/she may undertake at the suggestion/direction of the President
- c. To execute with the President, in the name of the Association, all certificates of membership, contracts and instruments which have been approved by the Board
- d. To execute, in the name of the Association, checks for the expenditures authorized by the Board
- e. To receive and deposit all funds of the Association in a financial institution selected by the Board
- f. To pay out funds authorized by the Board
- g. To account for all receipts, disbursements, and balances on hand
- h. To provide a monthly and annual report of the financial status of the Association to the board and to the membership
- i. To file Federal and State tax returns as required by law
- j. To file any other Federal and State reports, registration renewals, etc. as required by law

ARTICLE XVII – ASSOCIATION FISCAL MANAGEMENT

SECTION 1. Authorization of Expenditures

No member, officer, director or any individual may authorize expenditures above \$100.00, or obligate the Association financially, without the expressed approval of the Board.

SECTION 2. Reimbursements

Individual members will be reimbursed for any personal expenditure for the Association operation or benefit provided such expenditures have been approved by the Board.

SECTION 3. Surplus

The disbursement of any net savings or surplus funds shall be determined by the Board. In any event, no funds shall be dispersed to any member(s) or other individual(s) for their personal use except for competitive grants or like programs approved and regulated by the Board. See “Grants” (following).

SECTION 4. Grants

Grants or similar programs furthering aviation education and training activities benefiting recipient individuals may be approved by the Board. The Board will approve eligibility criteria and ensure accountability of any disbursed funds.

SECTION 5. Audit Committee

The audit committee will consist of the Treasurer and three (3) members. The Audit Committee will rotate 1 member off each year and members will be elected for 3 years.

ARTICLE XVIII – INSURANCE AND INDEMNIFICATION

SECTION 1. Directors and Officers Insurance

The Association will purchase and keep in force Directors and Officers (D&O) insurance covering Association Officers and Directors (all Board members). The D&O coverage shall be a type and level coverage appropriate for the Association as determined by the Board. The Board will review the D&O policy annually and, if necessary, update it. The D&O coverage will constitute the totality of indemnification that Directors and Officers will be provided by the Association in the event of legal action directed at the Association and/or individual Board members.

ARTICLE XIX-ADMENTS AND DISSOLUTION

SECTION 1. Change of bylaws

These bylaws or any part thereof may be repealed, altered, amended or new bylaws adopted by majority vote of the members present at any general meeting of the membership. All such changes shall be submitted in writing to the board or by the personal appearance at a regular board meeting before being submitted to the membership. The Board shall bring such changes before the membership with recommendation(s). A recommendation for approval of any change will require a majority vote of the Board.

SECTION 2. Dissolution

Dissolution requires the recommendation of the Board and the approval by majority vote of the members at a called meeting. The meeting shall not be held until after a thirty (30) day written notification of purpose has been distributed to the membership by mail, email, or in person.

SECTION 3. Distribution upon Dissolution

No part of the net earnings of the Association shall inure to the benefit of any Officer, Director, or member of the Association. Upon dissolution, the assets of the Association shall be, after due provisions have been made for the satisfaction of all liabilities and obligations of the Association, distributed to another association or associations organized for the purpose substantially similar to the purpose for which this Association was organized.

ARTICLE XX-CODE OF CONDUCT

The association has a zero tolerance for inappropriate behavior. This includes, but not limited to, behavior that disturbs the enjoyment of an event/discussion for other people and any other actions deemed to be intentionally hurtful, harmful, threatening or inappropriate.

If any member experiences or witnesses any such behavior at an association event, or on the association website or social media, please report it immediately to a board member.

The board intends to enforce the right for all association members and guests to enjoy our association in an environment that is fun, safe and without risks to health, violence and aggression.

Any violation of the Code of Conduct, or any action that an association board member finds to be inappropriate or disruptive, will result in the offending member being removed from the event. The offending members' actions will be brought to the attention of the board and may result in expulsion per Article VI, Section 6 and a ban from association events.

Revised and accepted: 7/9/2018