

THE UW FLYING CLUB
Constitution

ARTICLE ONE INTRODUCTION

SECTION 1. NAME

- 1.01 The name of the corporation shall be The UW Flying Club, Inc., and is referred to herein as the Club.

SECTION 2. PURPOSE

- 2.01 The Club shall be a nonprofit 501(c)(7) social and educational organization that provides education in aviation and related subjects, develops safe and proficient pilots for the world of general aviation, and provides an opportunity for members to meet socially in an aviation environment.

SECTION 3. BYLAWS

- 3.01 This Constitution shall be the bylaws of the Club.

ARTICLE TWO MEMBERSHIP

SECTION 4. APPLICATIONS, ELIGIBILITY, DISAPPROVAL OF

- 4.01 (1) Membership application forms shall be provided by the Club and used by all applicants. The form shall include a signed statement that the applicant has received a copy of the Club Constitution and Operating Rules and state that he/she will abide by them if his/her application is approved. The Board of Directors shall consider applications for membership; however, the Board shall consider no application unless the applicant has deposited the required initiation fee and first month's dues with the Club.

- (2) The Board may disapprove any application for membership for, but not limited to, the following reasons: deficient flying record, chronic use of alcohol and/or drugs, intentional violation of Federal Aviation Regulations, or intentional false or misleading statements on a membership application.

4.02 EVIDENCE OF ELIGIBILITY REQUIRED; REVIEW OF DENIAL

The UWFC President or his/her designee shall require each applicant to submit evidence of eligibility on the application form and deposit the required initiation fee and first month's dues. The UWFC Board Secretary or his/her designee shall determine eligibility. Should the Board Secretary determine the applicant to be ineligible, the applicant may appeal the decision to the Board within 30 days in which case the Club shall retain the initiation fee and dues until the Board makes a final determination. The Board must act within 30 days after the appeal is submitted.

4.03 MEMBERSHIP, ACTIVATION OF

A person shall become a member upon the approval of the Board.

4.04 DUES, ASSESSMENT OF

Each member may be assessed dues by the Club, the frequency and amount to be set by the Board with the approval of a majority of the members present and voting at the next regular membership meeting for which notice of the proposed assessment has been given. The assessment shall be the same for each member.

4.05 DISCRIMINATION PROHIBITED

No person may be denied membership in the Club because of national origin, age, sex, sexual orientation, race or creed.

SECTION 5. INACTIVE MEMBERSHIP; RESIGNATION

5.01 INACTIVE MEMBERSHIP, WHEN EFFECTIVE

- (1) A member shall become an inactive member by submitting a written request to the Club President or Chairman of the Board. Inactive status shall become effective on the first day of the month following receipt of the request.
- (2) A member shall become inactive automatically if he/she has failed to pay any monies due for three successive billings.
- (3) Inactive members are relieved of all rights and privileges of membership including the right to use Club aircraft or any other Club property, the right to participate in or vote on Club business and the right to hold office. Inactive members are not required to pay dues, but are not relieved of any financial obligation which they may owe the Club.
- (4) An inactive member shall be restored to membership upon giving written notice of such desire to the Club President or the Chairman of the Board effective on the first day of the month following receipt of such notice provided that the inactive member is not in debt to the Club. The Board may establish a reactivation fee.
- (5) A member may resign from the Club by submitting his/her written resignation to the Club President, such resignation to be effective as of the date of receipt. A person who has been an inactive member for five years shall be deemed to have resigned from the Club. Resignation shall not relieve the member from debt to the Club.

SECTION 6. SUSPENSION AND REMOVAL

6.01 A member who violates the Club Constitution, Club Operating Rules, misuses Club equipment, or does not pay money owed the Club may be declared not in good standing by written complaint of four Directors. The complaint shall state with reasonable specificity the grounds for such action. A copy of the complaint shall be given to the member personally, or, mailed to his/her last known address or record. A member not in good standing shall not exercise the rights and privileges of membership for a period not to exceed 30 days. If no further action is taken within this 30 day period, the member's rights and privileges shall be restored automatically.

6.02 (1) A member not in good standing shall have his/her case reviewed by the Board within 30 days unless he/she requests a review in writing, whereupon the Board shall review his/her case within ten days thereafter. The member shall be given written notice of the Board meeting at which his/her case will be heard no fewer than seven days prior to such meeting. The notice shall be given personally or by mail, shall concisely state the charges, and shall inform the member of his/her right to counsel, to present evidence, to call witnesses, and to cross examine his/her accusers.

6.02 (2) Action by the Board may include any or all of the following:

- (A) Expulsion of the member from the Club;
- (B) Suspension of the member for a specified period not to exceed six months;
- (C) Imposition of a monetary fine not to exceed \$500;
- (D) Ordering restitution by the member for damage caused to Club property not recovered under Club insurance policies;
- (E) Ordering payment of monies owed the Club.

ARTICLE THREE DIRECTORS, OFFICERS AND AGENTS

SECTION 7. ELECTED POSITIONS

- 7.01 There shall be a Board of Directors, referred to herein as the Board, consisting of seven Directors, individually referred to herein as Directors, elected by the membership.
- 7.02 The term of service for Directors shall be three years. Nomination of active members for the directorships shall be made at the annual meeting. If the nominees are more than twice the vacant directorships, including directorships which fill the remainder of an unexpired term, a primary shall be held by written ballot at the annual meeting. The nominees winning the primary shall be those who receive the largest number of votes, with the number of winners equal to twice the number of vacant directorships.
- 7.03 Ballots for the final election shall be sent to all members and shall be received by the Club no later than one month after the annual meeting. Directors shall be elected by a plurality of ballots received and voting for the persons listed on the official ballot.
- 7.04 Directorship positions which fill the remainder of an unexpired term shall be filled by the winners of the general election who receive the fewest votes, unless a member receiving more votes prefers to fill the remainder of the unexpired term.
- 7.05 Every member shall have as many votes as there are open positions, may cast one vote only for each position and may use any number of votes up to the total number allowed.

SECTION 8. BOARD OF DIRECTORS

8.01 POWERS

- (1) The Board shall perform or cause to be performed all acts which the Club may lawfully perform.
- (2) The Board shall set dues and charges for the use of Club aircraft based on operating cost experience.
- (3) The Board shall ensure that the Club officers perform their constitutional duties, advise and control said officers and decide upon the discipline of members for serious infractions of rules.
- (4) The Board shall promulgate and enforce the Club Operating Rules, all rules, regulations and fines set forth in this Constitution, resolutions of the Board, and resolutions of the membership pertaining to the use and operation of Club property and Club procedures.
- (5) The Board may delegate any of these powers to the President.
- (6) No Director shall receive a stipend for being a Board member.

8.02 ELECTION OF CHAIRMAN AND APPOINTMENT OF OFFICERS

In the first Board meeting following the annual membership meeting, the Board shall elect a Chairman and a Board Secretary from among its members. The Chairman shall preside at Board meetings. The Board shall appoint a President, Vice President, Treasurer, and Safety Officer; such appointments shall be confirmed by at least four affirmative votes of the Board. Persons appointed as officers of the Club shall be members active in Club affairs. The officer appointees shall assume the duties of their office immediately upon appointment.

8.03 MINUTES OF MEETINGS; PUBLICATION; EXEMPTIONS; CLOSED SESSIONS

- (1) Minutes of all Board meetings shall be kept by the Board Secretary who shall prepare a summary thereof which shall be published in the monthly Club newsletter. Such minutes shall be kept on file at the Club office and may be examined by members during normal business hours.
- (2) Publication of Board proceedings shall not be required where Board discussion and action is limited to a disciplinary matter.
- (3) A member facing disciplinary action may demand a closed session of the Board. The Board may on its own motion elect to meet in closed session in those cases where the accused member does not object.

8.04 MEETINGS; QUORUM

- (1) The Board shall meet at least quarterly. Such meetings may be called at any time by the Chairman or at the request of two Directors. All such meetings shall be on at least two day's notice except as provided in Section 8.05. All meetings of the Board shall be open to the membership except as provided in Section 8.03.
- (2) A quorum of the Board shall consist of four Directors. Board action shall be by a majority vote of all Directors present and voting, but by no fewer than three Directors voting in favor of the particular motion.

8.05 OFFICERS, REMOVAL OF

Officers appointed by the Board may be removed by the Board by a vote of five Directors at a meeting called with at least one week's notice to all Board members and the officer(s) involved stating that the question of removal of a specific officer will be on the agenda.

8.06 OFFICERS, SALARIES OF

The Board may establish a salary or flying time credit for any officer or appointed member subject to review by the Board at least annually. The establishment of a salary or salary change in excess of 25 per cent of the annual salary under this section must be approved by a majority vote of the members present and voting at the next membership meeting following Board action.

8.07 APPOINTMENTS; HIRING

- (1) The Board may appoint qualified members to various positions of responsibility. Persons occupying these appointive positions shall serve at the pleasure of the Board, which may establish flying time credits for said positions.
- (2) The Board may hire persons who need not be members of the Club to manage or assist in the management of Club affairs. Persons hired by the Board may be discharged by the Board.

8.08 DIRECTOR; CONFLICT OF INTEREST; WAIVER OF NOTICE

- (1) A Director shall abstain from voting on any issue directly affecting any wage, salary or flying time credit he/she may receive.
- (2) Any Director or officer may waive notice otherwise required to be made on him/her either verbally at any Board meeting if the waiver is reflected in the minutes of that meeting, or in writing delivered to the Board Secretary who shall note the receipt of the written waiver in the minutes of the next Board meeting.

SECTION 9. BOARD SECRETARY

9.01 DUTIES

The Board Secretary shall record and keep the minutes of all membership and Board meetings, editions of the Club Constitution and Operating Rules, and, maintain a roster of the current membership, including the address and telephone number(s) of each member.

SECTION 11. PRESIDENT

- 11.01 Except for responsibilities which have been expressly reserved to the Board, the President shall be the chief executive officer of the Club. He/She shall uphold the Constitution and enforce the Club Operating Rules and procedures with appropriate power as specified in the Operating Rules. The President shall be responsible for the day-to-day operation of the Club, its financial management, and, for all certificates of membership, contracts and other instruments. The President shall be responsible for ensuring that the Club maintains a well balanced and implemented social program.
- 11.02 The President shall preside at all membership meetings and may call special membership meetings.
- 11.03 With the advice of the Treasurer, the President may make capital expenditures from a capital fund and operating expenditures from an operating fund as established by the Board within the limits provided in Section 20.03.
- 11.04 (1) The President may appoint qualified members to various positions of responsibility. These positions may include but are not limited to: fleet captain, plane captain(s), membership officer, FBO liaison officer, operations officer, and Club historian.
(2) Persons appointed under subsection (1) shall serve at the pleasure of the President who shall assign specific duties and responsibilities.

SECTION 12. VICE PRESIDENT AND SOCIAL DIRECTOR

- 12.01 The Vice President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President.
- 12.02 The Vice President under the direction of the President shall act as coordinator of regular membership meetings and as program chairman, social chairman and project chairman. He/She shall ensure that the Club holds frequent social events that are well advertised in the Club newsletter.
- 12.03 The Vice President may appoint one or more members to be the coordinator of a specific event.

SECTION 13. TREASURER

- 13.01 The Treasurer shall supervise the maintenance of financial records and the preparation of the annual report to be presented at the annual meeting. He/She shall be responsible for the Club accounting system and shall advise the Board and the President on matters concerning financial management.
- 13.02 The Treasurer shall supervise and cause the collection of accounts receivable and the deposit of Club funds.
- 13.03 The Treasurer shall disburse funds in payment of expenses and capital expenditures authorized by the President or the Board. The President may delegate a general authorization to the Treasurer for ongoing expenses.
- 13.04 Normally, the Treasurer or the President shall sign Club checks. In the absence of the President and/or the Treasurer, the Board may authorize the Chairman and/or the Board Secretary to sign Club checks. The Board may authorize any other person to sign Club checks up to and including \$500.

SECTION 14. SAFETY OFFICER

- 14.01 The Safety Officer shall be appointed by the Board as are other officers.
- 14.02 The Safety Officer may, with probable cause, inspect and inquire into the conduct or practices of members using Club equipment in a manner not conducive to aviation safety or sound operating practice as established in the Club Operating Rules.
- 14.03 The Safety Officer may suspend the flying privileges of a member for a period not to exceed 30 days if he/she finds the member has significantly endangered any person or property while operating Club aircraft. The Safety Officer shall submit a written report to the President regarding the occurrence in question within five days of such suspension. Within ten days after notification of the action taken by the Safety Officer, the accused member may request a hearing by a Safety Review Panel to review the action of the Safety Officer. Such request shall be made to the President.
- 14.04 The Safety Officer shall investigate any occurrence leading to damage sustained by Club aircraft.

SECTION 15. VACANCIES

- 15.01 If the office of President, Vice President, Treasurer, or Safety Officer becomes vacant, the Board may appoint a successor consistent with Section 8.02.
- 15.02 If a directorship becomes vacant, the Board shall appoint a successor who shall serve until the next regular election when the membership shall elect a member to serve the remainder of the term, if any.

SECTION 16. REMOVAL OF DIRECTOR

- 16.01 A motion for removal of a Director shall be supported by no fewer than five members who are either present at a membership meeting or have signed a petition supporting removal presented at a membership meeting. This motion shall be laid on the table until the next membership meeting where it shall be treated as special order of business.
- 16.02 A written statement of the motion of removal and notice of the meeting at which said motion will be taken up shall be delivered by the President to the Director who is the subject of the removal motion.
- 16.03 A Director shall be removed only by a vote of at least two thirds (2/3) of the membership present and voting on the motion of removal. This vote shall be by secret ballot.
- 16.04 A removed Director shall remain a member in good standing unless further action is taken against said Director under Section 6.

SECTION 17. INDEMNIFICATION OF OFFICERS AND DIRECTORS

- 17.01 The Club shall indemnify officers and Directors for acts done within the scope of their authority and directly related to their duties as Club officers or Directors under the Constitution and Operating Rules provided that such acts are not performed in a negligent or reckless manner or with malice. Such indemnification shall not extend to any acts relating in any way to the operation of motor vehicles or aircraft.

ARTICLE FOUR CLUB PROCEDURES

SECTION 18. MEMBERSHIP MEETINGS

- 18.01 Regular membership meetings shall be held at a time and place specified by the President. An annual membership meeting shall be held in October of every year.
- 18.02 A special membership meeting may be called by the President, by any three Directors or after a petition is presented to the President by six members.
- 18.03 An edition of the Club newsletter containing notice of the meeting and the agenda, mailed to each Club member at least seven days prior to the meeting, shall constitute due notice of the meeting.
- 18.04 In the absence of the President and Vice President, any Board member present shall call the meeting to order and act as the presiding officer.
- 18.05 Each member entitled to vote shall have one vote and a majority vote of the members present and voting shall decide the motion or resolution unless provided otherwise by this Constitution.
- 18.06 A quorum shall be ten (10) per cent of the current Club membership but no fewer than ten (10) voting members.

SECTION 19. SURPLUS; DISSOLUTION

- 19.01 The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club treasury for purchase of equipment, for contingencies, or for the purpose of reducing the charges for flying as determined by the Board. Net savings shall not be distributed to the members for their individual and personal use.
- 19.02 Upon dissolution of the Club, all funds remaining after meeting statutory requirements shall be donated to a Wisconsin educational institution offering a regular curriculum leading to careers in any aspect of aviation, or, a scholarship fund for students enrolled in such a program.

SECTION 20. CAPITAL EXPENDITURES

- 20.01 A lease commitment as used in this section is an agreement by which one conveys use of equipment or property for a period of time more than seven days. The value of the lease pertaining to the limits on expenditures of this Constitution shall be the total dollar value of the lease.
- 20.02 Capital equipment as used in this section is any equipment, exclusive of aircraft, newly acquired by the Club, with value in excess of \$500 which is not a direct replacement equivalent in make, model and type of broken, defective or worn out equipment.
- 20.03 In the aggregate, expenditures and lease commitments for capital equipment in excess of \$10,000 for any quarter, or \$20,000 annually shall be authorized by the Board only after adoption of a resolution at a membership meeting following the procedures of Section 20.05.
- 20.04 The purchase, sale, lease acquisition, or lease termination of any aircraft shall be authorized by the Board only after adoption of a resolution at a membership meeting following procedures of Section 20.05.
- 20.05 All membership votes on expenditure resolutions covered by this section shall be taken at a regular or special membership meeting, and in cases involving aircraft only after the Treasurer or other person designated by the Board provides a written analysis. The analysis shall be summarized in the Club newsletter or other mailing giving notice of the meeting. The complete analysis shall be available seven days before the meeting at the Club office for any member to review. The analysis shall include a projection of flying time for all Club aircraft with and without the expenditure, the effect on Club dues and fees, the benefit to the Club, and the resulting impact on the Club's debt structure.
- 20.06 With the prior consent of the Board, the President may lease or sell Club assets other than aircraft to firms or individuals who are not Club members.

SECTION 21. INSURANCE

- 21.01 All aircraft owned by the Club shall carry liability insurance sufficient to indemnify the Club and members against liability of at least \$1 Million for any one occurrence. All said aircraft shall carry hull insurance sufficient to indemnify the Club against loss of more than 20 per cent of the market value of said aircraft. The Board Secretary shall provide the membership with current information on insurance coverage at least annually.
- 21.02 Notwithstanding the provisions of Section 21.01, each member is responsible for familiarizing himself/herself with the provisions of the insurance policy in force at any given time.

- 21.03 The Club is not required to purchase liability or hull insurance for any aircraft not owned or leased by it.

SECTION 22. SAFETY REVIEW PANEL

22.01 COMPOSITION; OBJECTION TO

- (1) The Safety Review Panel shall consist of five members in good standing appointed by the President who shall be chairman. No more than two members of the Board may serve on the Panel at any time. The Panel shall be freshly appointed for each occasion and members appointed thereto shall be, as far as practicable, knowledgeable of the operation of the aircraft involved. Plane captains of aircraft involved shall not be eligible to serve on the Panel, but may be called by the Panel during any hearing.
- (2) The member who requests or is asked to appear before the Panel may, within two days after receipt of the Panel's notice of hearing under Section 14 or Section 22, object to no more than two Panel members, excluding the President, whereupon the President shall, within two days, appoint a replacement for each Panel member so challenged. The member may, within two days thereafter, object to the replacement(s) who must, within the following two days be replaced by the President. No further objections to the Panel shall be entertained.

22.02 WHEN CONVENED; NOTICE; QUORUM

- (1) The Panel shall be appointed and convene when requested by a member pursuant to Section 14.03 and by the President when required by Section 22.01.
- (2) When appointed pursuant to Section 14.03, the Panel shall convene within seven (7) days following the completion of its appointment; when appointed pursuant to Section 22.01, the Panel shall convene within thirty (30) days after damage has been sustained by a Club aircraft.
- (3) The Panel shall give notice of hearing to the parties no fewer than five (5) days prior to the hearing date, such notice to include the names of those persons appointed to the Panel and the time, date and place of the hearing. Notice of hearing may be waived in writing or orally at the hearing by Panel members and the parties to the hearing.
- (4) A quorum of the Panel shall be four (4) members, and no panel action shall be of effect unless by affirmative vote of at least three (3) members.

22.03 CONDUCT OF HEARING

- (1) The Panel shall conduct hearings in a manner that affords the fullest measure of due process to those appearing before it. Hearsay evidence shall not be considered by the Panel, nor shall matters not presented at the hearing. All hearings shall be open to the membership but the Panel may deliberate in closed session. A member appearing before the Panel may be represented by counsel, present evidence, and cross examine witnesses.
- (2) In hearings conducted pursuant to Section 14:
 - (A) The Safety Officer shall testify to the facts leading to his/her action, and may produce witnesses and other evidence;
 - (B) The Panel shall, at the conclusion of the hearing, approve, modify or reverse the action of the Safety Officer and shall report such decision to the Chairman of the Board in writing within five days of said hearing, a copy thereof to be mailed to the accused member.
- (3) In hearings conducted pursuant to Section 22:

- (A) A Panel shall be convened for the purpose of determining whether any member shall be liable to the Club for damages to Club property, in an amount not to exceed \$500.
- (B) The Safety Officer at the request of the Panel shall testify as to the facts regarding aircraft damage, within his or her knowledge. Written statements by third parties shall not be considered by the Panel unless there is agreement by the Safety Officer and the member(s) involved;
- (C) The Panel shall determine, at the conclusion of the hearing, whether the member(s) involved shall be assessed all, part or none of the proposed amount, and submit its findings and conclusions to the Board and the member(s) involved within 15 days thereafter.
- (D) In the event the Panel determines that any member failed to notify the plane captain or President of a defect known to such member and that said defect subsequently contributed to or caused damage to a Club aircraft, the Panel may declare such member not in good standing. The provisions of Section 6.01 and Section 6.02 shall then apply and the Panel's determination shall stand as the complaint.

22.04 APPEALS

Appeals from determinations of the Panel shall be to the Board. Such appeals shall be in writing directed to the Board Chairperson, shall state concisely the grounds upon which the member relies, and, must be made within ten days of Panel action. The Board shall hear the appeal at its next regular meeting or at a special meeting called by the Chairman within 30 days of the receipt of said appeal. The appeal shall be heard de novo and the rules of procedure applicable to Section 14 and Section 22 shall apply.22.05 JURISDICTION, ENLARGEMENT OF, EXEMPTIONS FROM

- (1) The Board may, from time to time by resolution, enlarge the jurisdiction of the Panel. Procedures shall be substantially in accord with those provided for in this section.
- (2) Flight instructors approved for instruction in Club aircraft are exempted from the provisions of this section while performing the duties of a flight instructor in Club aircraft, but may be proceeded against under law.

22.06 NO BAR TO OTHER PROCEEDINGS

Action or non-action taken pursuant to this section shall not bar any proceedings under any other section of this Constitution.

SECTION 23. OPERATING RULES

- 23.01 The Board shall promulgate operating rules for the Club that establish all rules and regulations reasonable and necessary for the operation of the Club and shall include the Federal Aviation Regulations by reference. Other items may be included in the manner set forth in this section. The operating rules shall be binding on all members. A change in the operating rules may be proposed by a Board member or an officer and may be adopted by a majority vote of the Board at any Board meeting. The Board action may be rescinded by a two thirds (2/3) vote of the members present and voting at the next membership meeting.
- 23.02 Amendments to the Operating Rules may be proposed by any member eligible to vote. Such proposal shall be laid over to the next membership meeting. A two thirds (2/3) vote of the membership present and voting shall be required to adopt such amendments.
- 23.03 The Operating Rules shall be reviewed and adopted annually by the Board. Each new member shall be provided with a copy of the current Operating Rules. Newly

adopted operating rules and amendments thereto shall be published in the Club newsletter, which shall constitute due notice to the membership. Club members shall be bound immediately by the rules so published.

23.04 In any case where an operating rule conflicts with a provision of this Constitution, the constitutional provision shall govern.

SECTION 24. PARLIAMENTARY PROCEDURE

24.01 The Board may adopt rules of procedure for all meetings of the Board and the membership. These rules shall govern the conduct of such meetings unless contrary to the provisions of this Constitution.

SECTION 25. AMENDMENTS

25.01 (1) Amendments to this Constitution may be proposed at any board meeting by petition signed by at least five (5) active members. The petition shall state the subject matter of the proposed amendment and the specific sections sought to be amended. The Board shall appoint a committee within seven days consisting of no more than six (6) members, and comprised of at least three petitioners and two members who did not petition, petitioners to comprise a majority of the committee. The committee shall draft specific proposals for amending the Constitution.

(2) Amendments to this Constitution may be proposed at any Board meeting by vote of five (5) members of the Board. Such a proposal shall not be considered unless at least seven (7) day's notice has been given to each Director stating that a Constitutional amendment will be proposed and outlining the general nature of the amendment to be proposed. The notice required may be waived by consent of all Directors.

25.02 Amendments proposed by the membership or by the Board shall be referred to the membership for action. The text of each amendment shall be published in the Club newsletter at least 10 days before the membership meeting at which the proposal is to be voted upon. Supporting and opposing positions, not exceeding 500 words in length, may be published with the text. Adoption of the amendment shall require approval of two thirds (2/3) of the members. Members may vote approval in writing to the Secretary within two weeks. The text of the amendment shall be adopted without change. If not adopted, it may be referred to committee for further study, by a majority vote of the membership.

25.03 Amendments to this Constitution shall take effect immediately upon approval by the membership.

SECTION 26. IMPLEMENTATION

26.01 This Constitution shall take effect upon approval of two thirds of the voting members present at the annual meeting of the membership in October, 1998, and shall supersede all prior Club constitutions.