

Valley Flyers Bylaws

Updated 6/27/2023

Revision History:

| Change Date | Reason |
|-------------|---|
| 1/22/2015 | General membership meeting regarding Article V, section 2 President qualifications. |
| 1/20/2021 | General membership meeting to add Chief Pilot |
| 6/27/2023 | Added Article I - Section 3 Purposes in preparation for tax-exemption |

Contents:

| | |
|--|---|
| Article I – Organization, Office, and Purposes | 2 |
| Article II – Corporation Meetings | 2 |
| Article III – Membership | 3 |
| Article IV – Board of Directors | 3 |
| Article V – Officers | 5 |
| Article VI – Assessments and Delinquencies | 6 |
| Article VII – Accidents | 6 |
| Article VIII – Amendments | 7 |

Article I – Organization, Office, and Purposes

Section 1 - Organization

The name of the Corporation shall be Blue Sky Pilots, Inc.

Section 2 - Office

Blue Sky Pilots, Inc., hereafter also referred to as the Corporation, shall maintain its principal office address as either McNary Field, Salem, Oregon or the address of the current Corporation Treasurer.

Section 3 – Purposes

Blue Sky Pilots, Inc. is organized as a social and recreational flying club to promote flying for pleasure, recreational, and other social and non-profitable purposes. Furthermore, notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(7) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article II – Corporation Meetings

Section 1

The Corporation shall hold its annual meeting for the election of officers and directors and other business as may be brought before the meeting, during the month of January each year. Notice of this annual meeting shall be sent to each member a month prior. Special meeting of the Corporation may be called by the President or at the request of any two Board members. Notice of such special meeting shall contain the issues to be addressed, and be emailed, where possible, to all Corporation members three days prior to such a meeting, and posted in the hanger office at least three days prior to the meeting being held.

Section 2

At all duly-called annual meetings of the Corporation, the members attending shall constitute a quorum.

Section 3

All actions taken shall require a simple majority of the quorum present, except that actions taken at a “special” meeting shall require either a two-thirds majority of the quorum present, or a simple majority of the entire Corporation members, whichever is smaller.

Article III – Membership

Section 1

Membership in the Corporation may be granted to an individual upon application to Blue Sky Pilots, and approval by a majority vote of the Board of Directors. Any application may be deferred as the Board of Directors deems necessary for investigation or further review.

Section 2

The Board of Directors may establish different classes of membership and specify different rights and privileges for each class.

Section 3

The initiation fee as prescribed in the flight rules of the Corporation shall be charged on admission to Blue Sky Pilots. Payment of the initiation fee and other such dues and fees as may be prescribed for membership and acceptance of an application by the Board shall entitle the applicant to all rights and privileges of membership in the Corporation. The Board may permit a prospective member to pay the initiation fee over a period not to exceed ninety days. The initiation fee, dues and flight costs shall be determined by the Board of Directors and subject to change with a 30 day notice to the membership.

Section 4

The number of members shall be controlled by the Board of Directors.

Section 5

Upon the death of any member all rights and privileges of the member shall be terminated.

Section 6

Each member shall have one vote at any meeting where they are duly entitled by the bylaws to vote. Voting by proxy shall be permitted at any meeting provided that the proxy is given in writing and presented to the presiding officer prior to voting the proxy.

Section 7

A member may resign membership. Upon resignation, the member shall lose all rights and claims of any kind to any Corporation assets. The resignation shall be effective when given in writing and posted to the address of the Corporation or personally given to any Director of the Corporation. A resignation shall not relieve the member of debts or obligations owed the Corporation.

Article IV – Board of Directors

Section 1

The business and affairs of the Corporation shall be managed by its Board of Directors, which shall consist of six members.

Section 2

The Board of Directors shall consist of a President, Vice President, Treasurer, Safety and Maintenance Officer, Secretary, and Chief Pilot. The initial terms of the President and Treasurer shall be 2 years; the initial terms of the Vice-President and Secretary shall be 3 years, and the initial term of the Safety and Maintenance Officer shall be 4 years. Subsequent terms for each position shall be 2 years. Each Director shall be elected at the annual meeting and shall hold the office until the end of their 2 year term or until their successor has been elected and qualified. The Chief Pilot shall be appointed by a vote of the other Directors; the term of the Chief Pilot shall be 2 years and shall align with the terms of the Vice-President and Secretary.

Section 3

Vacancies on the Board of Directors shall be filled by a vote of the Directors remaining in office at the next regular or special meeting of the Board of Directors.

Section 4

Regular meetings of the Board of Directors shall, at a minimum, be held on a bi-monthly basis at a date, time, and place determined by the Board. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5

A majority of the number of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. The Chief Pilot shall be a non-voting Director.

Section 6

The Board of Directors shall have the power to incur indebtedness for maintenance and repairs to the equipment of the Corporation and for current operating expenses. A note of obligation, if any, given for work or equipment officially signed by the President and the Treasurer shall be binding on the Corporation. The term and amount of any such obligation shall be entered in the minutes of the Board.

Section 7

At any regular or special meeting, the Board of Directors shall have the power to adopt and amend flight rules. Flight rules are regulations controlling the conditions of use of Corporation equipment not specifically provided for in these bylaws. Flight rules shall be binding on members and violation of a flight rule or rules may subject the violator to discipline or expulsion.

Article V – Officers

Section 1

The officers of this Corporation shall be a President, Vice President, Treasurer, Safety and Maintenance Officer, Secretary, Chief Pilot and other offices as the Board of Directors may appoint.

Section 2

The President shall preside over all meetings. The President shall sign all certificates of membership, contracts and other instruments of writing which shall have first been approved by the Board of Directors or members of the Corporation in the event their approval is necessary.

The President shall be a member who has served in any other office or offices in the Board of Directors for a minimum of two years during the four years prior to assuming the office of President.

Section 3

The Vice-President shall act as President in the absence of the President or the inability of the President to act.

Section 4

The Secretary shall keep a complete record of the proceedings of the Board of Directors and of the meetings of the Corporation. The Secretary shall make service of such notices as may be required.

Section 5

The Treasurer shall keep records and files and supervise and control the keeping of the books and accounts of the Corporation. The Treasurer shall receive and safely keep all funds of the Corporation, and deposit same in such depository as the Board of Directors may specify.

Section 6

Either the President or Treasurer shall sign all checks.

Section 7

The Safety and Maintenance Officer shall authorize all maintenance and repairs on club planes, and shall review and implement aircraft safety measures for the Corporation.

Section 8

The Chief Pilot shall review and implement pilot operational safety measures for the Corporation including, but not limited to, assisting the Board of Directors with managing member proficiency and qualifications, reviewing Membership Flight Rules, providing training opportunities to club members, and coordinating approved flight instructors.

Article VI – Assessments and Delinquencies

Section 1

The Corporation may levy monthly dues, annual dues and assessments upon the membership as may be necessary. Unless otherwise specifically provided by act of membership, any charges shall be due and payable on the 15th day of the month following the month in which the assessment or charges were levied or incurred. A member not paying any such charge when due shall abstain from the use of Corporation equipment until full payment has been made.

Section 2

Any member not paying charges against or assumed by him, at the time required, may be declared delinquent by the Board of Directors, and upon such declaration they shall be deprived of all right and privileges of membership and denied the use of the Corporation equipment until they shall have reinstated themselves by paying the amount of their delinquency. In the event their delinquency continues for a period of three months, such member shall be subject to having their membership declared vacant by the Board of Directors, and upon such declaration, their voting and all other rights in the Corporation shall be forfeited.

Section 3

Expulsion or withdrawal of a member shall not operate to relieve a member of any liability to the Corporation incurred or assumed before such expulsion or withdrawal.

Article VII – Accidents

Section 1

The financial responsibility for damage to club aircraft is that of the club member in command of the aircraft or the member to whom the aircraft is checked out, except as may be covered by the Corporation's insurance.

Section 2

The Board of Directors may take any action against the club member responsible for damage to Corporation equipment as the Board deems appropriate.

Section 3

In the event of a complaint by any person or governmental body against the Corporation or a club member concerning the operation of Corporation equipment, the President shall direct the Chief Pilot to investigate the complaint and issue a report at the next regular or special meeting of the Board of Directors as directed by the President. The individual or individuals against whom the complaint is directed may appear and be heard at the time and place of presentation of the Chief Pilot's report. After the report, the Board of Directors shall take one of the following actions:

1. Close the matter.
2. Issue a letter of reprimand.

3. Suspend the member for a specific period of time with conditions of reinstatement and issue of a letter of reprimand.
4. Remove the member from membership.

In the event a member's flying privileges are suspended or limited by a competent legal authority the member shall be prohibited (or so limited) from the use of Corporation equipment during the life of such suspension or limitation. However, the Board may allow a member to use Corporation equipment if accompanied by a club instructor in order to fulfill a requirement of the suspension or limitation. At the close of such suspension or limitation, the Board of Directors may permit resumption of flying privileges at any regular or special meeting of the Board of Directors if the Board finds the member fit to use Corporation equipment. The Board may order the member to obtain dual instruction at the member's expense and provide the Board with proof of pilot proficiency in the form of a log book entry by an instructor approved by the Board of Directors.

Section 4

In the event a complaint or action is filed or taken against the President or the Chief Pilot, the President shall direct the Vice-President to perform the duties specified in Section 3. The membership, by two-thirds vote may appoint a member in good standing with no complaints pending against them to fulfill the investigative duties of the Article if the membership is not satisfied that the President, Vice-President or Chief Pilot can adequately fulfill the investigative responsibility.

Article VIII – Amendments

Section 1

The bylaws of the Corporation may be amended at any Corporation meeting by a majority vote of those members entitled to vote at such a meeting. A written copy of the proposed changes shall be mailed or delivered to each member at least ten days prior to the date of the meeting at which action on the changes is to be taken. The mailing shall be directed to the members at their address shown on the Corporation records, and shall indicate the date and time of the meeting at which action on the changes will be taken.