

**BYLAWS OF  
NRI FLYING CLUB  
A CALIFORNIA CORPORATION**

**ARTICLE I: PURPOSE**

**THE PURPOSE OF THE CLUB SHALL BE:**

- 1) To provide for members a safe and convenient means for private/personal flying at the most economical rates possible.
- 2) To provide opportunities for persons sharing a common recreational interest in flying to meet, socialize, and get to know each other through the organization and holding of social and recreational events exclusively for the members of the Corporation, and not open to the general public, except such guests of the members of the Corporation as may be permitted to participate without charge or fee of any kind. Such social and recreational activities need not involve flying if they are calculated to build fellowship among the members of the Corporation.

**ARTICLE II: PLACE OF OPERATION**

**Section 1. PRINCIPAL PLACE OF OPERATION:** The principal place of operation and the transaction of business of the Corporation is fixed and located at Buchanan Field, Concord, California. The Board of Directors is hereby granted full power and authority to change the principal place of operation from this location to another location within the State of California.

**Section 2. OTHER PLACES OF OPERATION:** The Board of Directors at any place where the Corporation is authorized to do business may at any time establish additional locations for the operation of branch or subordinate operations.

**ARTICLE III: MEETINGS**

**Section 1. ANNUAL MEETING:** All annual meetings of the membership shall be held on the third Tuesday evening of March. At this time, the elected officers shall be announced, reports of the officers of the Corporation shall be considered, and any other business may be transacted that is with the powers of the members.

**Section 2. BOARD MEETINGS:** Special meetings of the Board may be called at any time by the President, Vice President, or by any four directors.

Written notice of the time and place of the special meetings of the Board of Directors shall be sent to each director by mail or affected by personal communications before the meeting.

**Section 3. MONTHLY MEETINGS:** A business meeting of the Club shall be held once a month, unless changed by the Board of Directors.

**Section 4. SPECIAL MEETINGS:** Special **business or membership** meetings of the members, for any purposes whatsoever, may be called at any time by the President, or by a majority of the Board of Directors. **Special membership meetings may be called** by a written petition of at least fifteen percent (15%) of the members. It shall be the duty of the President to call a **special membership** meeting within thirty (30) days after receipt of a qualifying written petition.

**Section 5. PLACE OF MEETINGS:** All meetings of the members shall be held at a place designated by the President.

**Section 6. NOTICE OF MEETINGS:** Each member shall be advised of the time and meeting place **of all meetings except special business meetings. Notice shall be** by newsletter or other written notice **at least seven (7) days** before any such scheduled meeting, and such notice shall suffice for successive meetings until the time and place change. Notice of special membership meetings shall be given to the members by newsletter, written notice, or other means at least seven (7) days before such meetings.

**Section 7. CONDUCT OF THE MEETINGS:** The meetings shall be conducted according to Robert's Rules of Order (Revised Edition), except as otherwise provided in these bylaws, or if suspended for a particular meeting by a vote of three-quarters (3/4) of **the Board members** present and voting.

**QUORUM:** Two-thirds of the authorized number of directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors, present at a meeting, duly held, at which a quorum is present, is the act of the Board of Directors.

**VOTING:** Each director shall have one vote at any meeting.

**MINUTES:** A written record of the decisions of the Board of Directors will be kept and communicated periodically to the members by newsletter or other written communications.

**Section 8. MAIL POLL:** The Board of Directors may refer any decisions to a poll of membership on any matter before a meeting of the Board of Directors upon a two-thirds (2/3) vote of a quorum of the Board.

## ARTICLE IV: DIRECTORS

**Section 1. POWERS:** Subject to limitations of the Articles of Incorporation, of these bylaws, and of the General Corporation Law of California as to action that must be authorized or approved by the members, all corporate powers shall be exercised by or under authority of, and the Board of Directors shall control the business and affairs of the Corporation.

**Section 2. COMMITTEES:** The Board of Directors may appoint committees, and may delegate to a committee any of the powers and authority of the Board, in the management of the business and affairs of the Corporation, except the power to increase monthly dues and to adopt, amend or repeal the bylaws. An executive committee shall contain at least two directors.

**Section 3. NUMBER OF DIRECTORS:** The authorized number of directors is equal to the number of officers plus one director-at-large for each fifteen members.

**Section 4. ELECTION AND TERM OF OFFICE:** The directors shall be elected by a mail poll vote prior to the annual membership meeting by a plurality vote of the members in good standing. Nominations shall be made at the monthly meeting preceding the annual membership meeting, and written nominations received by the Secretary prior to said meetings shall be accepted.

Nominees for the office of President must have been a member for at least 12 calendar months and must have attended at least 6 membership meetings in that time period.

All board members must be members in good standing.

The term of office of each director shall be until the next annual meeting of the members or the election or appointment of his/her successor.

**Section 5. VACANCIES:**

A vacancy in the **Board of Directors** exists if any of the following occurs:

- A. The death, resignation, or removal of any director.
- B. An increase in authorized number of directors.
- C. The failure of the membership to elect the full authorized number of directors to be voted for at any annual, regular or special meeting of members at which any director is elected.

A reduction of the authorized number of directors does not remove any director prior to expiration of his/her term of office.

The Board of Directors may declare vacant the office of a director in any of the following cases:

- A. If he is declared of unsound mind by an order of court, is convicted of a felony, or leaves the Club;
- B. If, within thirty (30) -days after notice of his/her election, he does not accept the office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as these bylaws specify;
- C. If he is absent for three consecutive monthly meetings without informing the Board prior to his/her absence; or
- D. If he is impeached by a 2/3 vote of the membership, or the Board.

Any vacancy occurring on the Board of Directors may be filled by vote of the majority of the remaining directors, (even if they are less than a quorum of the Board, or by a sole remaining director). A director so chosen must be a member of the Club and shall serve until the next annual meeting and the election of his/her successor.

The members may elect a director at any time to fill any vacancy not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the members may elect a successor to take office when the resignation becomes effective.

A vacancy for **Certified Flight Instructors** is handled as follows:

The Board shall determine the need to fill any vacancy in the list of authorized Certified Flight Instructors based on the number of members who are students or pilots working toward advanced ratings. It is not the intent of NRI to become a teaching club.

Any vacancy of an NRI authorized certified flight instructor position shall first be made available to any existing member of NRI who meets the qualifications and approval of the Board.

Membership Status of Certified Flight Instructors (CFI's)

Certified Flight Instructors authorized by the Board to conduct instruction in NRI aircraft must be full members of NRI, and are entitled to full membership privileges.

Number of Authorized Certified Flight Instructors

The maximum number of CFI's authorized to conduct instruction in NRI aircraft shall be limited to ten (10).

## **ARTICLE V: OFFICERS**

**Section 1. NUMBER OF OFFICERS:** The Corporation shall have as officers a president, a vice-president, a secretary, a treasurer, maintenance officer(s), a safety/scheduling officer, and a membership officer, and as non-officers, any number of directors-at-large as the Board may decide at its discretion. These officers and non-officers constitute **the Board of Directors**.

In addition, the Board of Directors at their discretion may appoint such other officers as the business of the Corporation may require. Any person holding the office of President or Secretary may not hold another office at the same time.

**Section 2. ELECTION:** The officers shall be elected by a mail poll vote prior to the annual membership meeting. Each officer shall hold office until his/her successor is elected and qualified, or until his/her resignation, death, or removal.

Vacancies in offices shall be filled by election by the Board of Directors at any time to serve un-expired terms. See Article IV, Section 5, Vacancies.

**Section 3. RESIGNATION:** The resignation of any officer shall be tendered in writing to the Secretary and, if accepted, shall be effective as the date of acceptance by the Board of Directors.

**Section 4. PRESIDENT:** The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall in general, supervise the affairs of the Club. He shall, when present, preside at all meetings of the members and, at all meetings of the Board of Directors. He shall be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which, on behalf of the Corporation under its seal, is duly authorized. He/she may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

**Section 5. VICE-PRESIDENT:** In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting shall have all the powers, and

be subject to all the restrictions, of the office of President. He shall also perform such duties connected with the operation of the Club as he may undertake at the request of the President.

**Section 6. SECRETARY:** The Secretary shall:

- A. Keep the minutes of the membership and the Board of Director's meetings;
- B. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- C. Keep a register of the post office address of each member;
- D. Have general charge of the books of the Corporation; and
- E. Perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or Board of Directors.

**Section 7. TREASURER:** The Treasurer shall:

- A. Have charge and custody of and be responsible for all funds and securities of the Corporation;
- B. Receive and provide receipts for monies due and paid to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation, in such banks, trust companies, and other depositories as shall be elected in accordance with the provisions of these bylaws;
- C. Perform all of the duties incidental to the office of the Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors; and
- D. Provide the Board of Directors with a yearly audit of all monies and transactions of the Corporation. This audit shall be presented to the Board of Directors at each annual membership meeting, or as requested by the Board. A CPA must certify the audit, or such other agent as specified by the Board may certify it.

**Section 8. MAINTENANCE OFFICER(S):** The maintenance officer(s) shall:

- A. Refer all squawks not listed on the owner-allowed FAA maintenance list to a pre-NRI approved aircraft maintenance shop. An NRI "preferred provider" will be used unless permission is obtained to use an alternate source;
- B. Submit a monthly, written report at the Club meeting outlining squawks, resolution, and costs for each Club aircraft;
- C. Operate as solo flights all flights of club aircraft charged to maintenance accounts, except for ferry flights;
- D. Approve up to \$2,000 for services related to airworthiness issues, and up to \$500 for services related to non-airworthiness issues, within his/her discretion;

- E. Obtain approval from another NRI Board officer, starting with the President, before authorizing anticipated costs in excess of those listed in Item D; and
- F. Use the automated scheduling service to take planes off-line for service, and will notify those members affected by telephone and e-mail.

**Section 9. SCHEDULING/SAFETY OFFICER:** The Scheduling/Safety Officer shall:

- A. Assign flying time to the members, accept member's requests for flying time, and be responsible for resolving all disputes;
- B. Keep record of time flown by members and notify the Secretary of such time every thirty (30) days;
- C. Keep records of members' recent flight experience, semi-annual and bi-annual check flights and compliance with Club regulations and Federal Air Regulations (FAR's);
- D. Take any actions he deems necessary to insure the safe operation of Club aircraft;
- E. Ground any member for violation of applicable rules or regulations, or if in his/her judgment, the flight activities of the member present a hazard to safety, such as the grounding of a member, shall be effective immediately and shall continue until the next meeting of the Board;
- F. He/she may also ground any Club aircraft, which shall be effective immediately and shall remain in force until lifted by the Maintenance Office or Scheduling/Safety Officer.

**Section 11. MEMBERSHIP OFFICER(S):** The membership officers shall be responsible for providing information to and screening prospective members. Screening shall include obtaining proper documentation, such as current pilot's license; current medical certificate; flight instructor references complete with phone numbers; and any other information the Membership Officer(s) deems pertinent. Information obtained on prospective members shall be submitted for Board approval.

**Section 12. CURRENCY AND FAMILIARITY:** Officers shall maintain currency and familiarity with Club operations by flying at least three (3) hours **each calendar quarter** as pilot in command of an aircraft owned by the Club. Maintenance officers must fly at least six (6) hours each calendar quarter as pilot in command of an aircraft owned by the Club. Officers shall not be charged for these flights, up to a total of twelve (12) hours (for all officers other than maintenance officers), or twenty-four (24) hours (for maintenance officers) each calendar year.

## ARTICLE VI: POWERS

- Section 1. INSPECTION OF CORPORATE RECORDS:** The books of account, and the minutes of meetings of the membership, the Board of Directors, and any executive and special committee, shall be open for inspection on the written request of any member, given to the Secretary at least 10 days before a membership meeting, and they will be made available to the member at the membership meeting following the request. The inspection may be made by the member in person, or by his/her agent, and the right of inspection includes the right to make extracts from the records.
- Section 2. CONTRACTS:** The Board of Directors may authorize any officer or director or agent or combination thereof to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 3. LOANS:** No loans shall be contracted on behalf on the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- Section 4. CHECKS, DRAFTS AND NOTES:** All checks, drafts, or other orders for the payment of money, and notes or other evidence of indebtedness issued in the name of the Corporation shall be signed or endorsed by such officer, director, agent or combination thereof of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 5. AMENDMENT OF BYLAWS:** The bylaws of the Corporation may be amended by a resolution of the Board of Directors obtaining a majority vote of the Board of Directors. Otherwise these bylaws may be amended, repealed, or added to, or new bylaws adopted by a 2/3 vote of the membership.

## ARTICLE VII: MEMBERS

- Section 1. WITHDRAWAL:** A member may withdraw from the Club upon notification to the Secretary or Membership Officer in writing, thirty (30) days in advance, provided all obligations to the Club are paid in full.

**Six-month Probationary Period. Cancellation or Suspension of Membership and Probation for New Members/Reactivated Inactive Members.**

- A) Each member understands and agrees that NRI is a private flying club, and that the Board, in every instance, has complete discretion in which to terminate or suspend any member, with or without cause.

Terminated members shall be treated in the same manner as resigning members with respect to membership fees or other charges and deposits, and any other funds which member may have on deposit with the Club.

- B) Every new membership and every reactivated membership is considered on probation for a term of six (6) months from the date the member joins and necessary paperwork is signed; or from the date of reactivation for inactive members, respectively.

During said probationary term, the Board is authorized to suspend or terminate a member's status with or without cause, and is not required to provide a reason or explanation for its actions. After the probationary term expires, the Board remains authorized to suspend or terminate a member's status with or without cause, but shall privately state to said member the reason for its action.

## **Section 2. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS:**

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effective only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

Copies of the Membership and Termination of Membership provisions of these Bylaws shall be provided to Club members upon joining the Club, upon a mailing accomplished within a reasonable time after adoption of this Article or upon demand.

## **ARTICLE VIII: OPERATION OF THE CLUB**

**Section 1. OPERATION RULES:** The Board of Directors shall be responsible for formulating and enforcing the Club's operational rules.

**Section 2. FLYING RATES:** The Board of Directors shall be responsible for setting the joining fees, flying rates, and monthly dues of the members.

**Section 3. BUSINESS OF THE CLUB:** The Board of Directors shall be responsible for carrying on the day to day business of the Club, including maintenance of the Club aircraft.

- Section 4. INSURANCE:** The Club shall carry injury and property damage on all aircraft at all times. The Club may opt to carry hull damage insurance.
- Section 5. SURPLUS:** The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury. The net savings shall not be distributed to the members for their individual use.
- Section 6. DELINQUENT ACCOUNTS:** Any member who has failed to pay his/her current bill within thirty (30) days of receipt shall be grounded until the bill is paid. Any amount unpaid by the next billing cycle shall be subject to a 10 percent (10%) surcharge. When a member's bill is unpaid for two (2) billing cycles the member shall automatically be considered as indicating his/her intention to withdraw, unless appropriate arrangements have been made for the payment with the President or Vice-President.
- Section 7. UNAUTHORIZED AIRCRAFT USE:** Any member flying a Club aircraft without a biannual flight check; without being checked out in the aircraft; **without a current, NRI six-month proficiency check in an NRI-owned aircraft of equal or greater horsepower and complexity;** or while he/she is grounded, will be charged with unauthorized use of the aircraft and may be subject to termination or other penalty to assessed by the Board, such as a fine of double the hourly charge for the time flown.

## ARTICLE IX: INCIDENTS AND ACCIDENTS

- Section 1. BOARD OF INQUIRY:** A Board of Inquiry may be designated by the Board of Directors for each aircraft incident involving either a member of the Club or any equipment belonging to the Club, providing such incident resulted in damage to equipment exceeding the sum of fifty dollars (\$50), or personal injuries.
- Section 2. BOARD OF INQUIRY ORGANIZATION:** The Board of Inquiry shall consist of three Club members, none of whom were involved in the accident. The Vice-President may be the nonvoting chairman of any such Board of Inquiry.
- Section 3. ACCIDENT INVESTIGATION:** The Board of Inquiry shall take all steps necessary to ascertain the facts, conditions and circumstances of the accident; shall arrive at conclusions regarding the probable cause and the responsibility for the accident, and shall make known to the Board of Directors, and to all parties involved in the accident, its findings in the form of a written or verbal report. It shall make a recommendation regarding financial responsibility for the accident, **and, if appropriate, remedial flight and/or ground instruction for the responsible member,**

**or limitation or termination of the member's Club membership privileges.**

**Section 4. BOARD OF INQUIRY FINDINGS:** The Board of Directors, upon the receipt of the findings of the Board of Inquiry, shall offer to all parties involved in the accident the opportunity for a hearing. After the hearing, or if such hearing is waived by all the parties involved in the accident, after receipt and consideration of the Board of Inquiry's report, the Board of Directors shall decide financial responsibility for the accident, **and, if appropriate, remedial flight and/or ground instruction for the responsible member, or limitation or termination of the member's club membership privileges.**

**Section 5. FINANCIAL RESPONSIBILITY:** The Board of Directors shall not impose financial responsibility on any one member in excess of the applicable insurance deductible, unless the damage results from an accident which is not covered by insurance carried on the aircraft, in which case the party responsible for the damage shall be liable for the full amount.

**Section 6. FINANCIAL OBLIGATIONS:** All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within ninety (90) days of written notice, unless other arrangements are made with the Board of Directors.

*End*

*January 2002*