

**BYLAWS
OF THE
MONMOUTH AREA FLYING CLUB, INC.**

ARTICLE I - NAME

The name of the organization to which this BYLAWS apply shall be officially known as the MONMOUTH AREA FLYING CLUB, INC. (MAFC), henceforth referred to as the "Club".

ARTICLE II - PURPOSE

The Club is formed to promote the improvement of aeronautical skills, knowledge and education through the provision of facilities for flying for its members. The Club will not engage in commercial activities for a profit.

ARTICLE III - MEMBERSHIP

Section 1. Membership will be voluntary. Applicants must be citizens of the United States of America. In addition, the Club may admit non-citizens, subject to any immigration and security regulations, such as, the U.S. Transportation Security Administration's (TSA) alien flight training/citizenship validation rule.

Section 2. The club will not discriminate on the basis of race, sex, religion, national origin or age in any of its responsibilities.

Section 3. Membership may be denied or withdrawn from active members as may be prescribed by the Board of Trustees.

ARTICLE IV - ORGANIZATION

Section 1.

- a. Board of Trustees. The operation of the Club shall be directed by a Board of Trustees, hereinafter referred to as the "Board".
 - (1) The purpose of the Board is to assume responsibilities for proper administration and supervision of the Club in accordance with these Bylaws and the Club's Rules and Regulations.

- (2) The Board shall consist of eleven (11) voting members elected by and from the Club's active membership: President, Vice-President and nine (9) members-at-large. The Club's Treasurer, if not an elected member of the Board, will serve on the Board as a nonvoting member.
 - (3) The President, with the approval of the Board, will appoint active members to fill the positions of Secretary (if it is desired that this position not be the duty of the Treasurer), Chief Flight Instructor, Operations Officer, Maintenance Officer, Safety Officer, Training Officer and others that may be deemed necessary. These positions may be filled by members of the Board.
- b. Treasurer. A treasurer will appointed by Board resolution to safeguard and supervise the Club's financial administration. The Treasurer will serve as Contracting Officer for the Club, performing these duties within the rules and dollars limitations specified by the Board. The Treasurer or Assistant Treasurer is authorized to sign all checks for any day to day Club expenditures authorized by the Board. Any Club expenditures or funds transfers authorized by the Board from the Club's money market checking account(s) must have signatures of any two of the following Club officers: President, Vice-president, Secretary, Treasurer. The Treasurer or the Treasurer's representative shall receive and deposit all funds of the Club in the bank(s) selected by the Board, from which funds are to be dispersed only by check. The Treasurer shall also account for all receipts, disbursements and balance on hand. The Treasurer will provide a monthly report of the financial status of the Club to the Board and a quarterly report to every member. The Treasurer shall perform all duties incident to the office of Treasurer subject to the control of the Board. The Treasurer shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.
- c. Assistant Treasurer. An Assistant Treasurer may be appointed by the Board. The Assistant Treasurer will assume responsibilities of the Treasurer during periods of his absence not exceeding sixty (60) days. If specifically designated tasks are to be performed by the Assistant Treasurer on a continuing basis, the Treasurer will indicate these tasks in writing to the Assistant Treasurer. A copy of these instructions will be submitted to the Board Secretary for inclusion in the minutes of the next regularly scheduled meeting of the Board.

Section 2. Term of Office: The term of office for the members of the Board shall be for one (1) year beginning and ending with the annual January meeting.

ARTICLE V - DISSOLUTION

The term of existence of the Club shall be perpetual or until such time as it is dissolved as provided by the laws of the state of New Jersey.

ARTICLE VI - RULES AND REGULATIONS

Rules and Regulations shall be adopted and will be composed of membership procedures, finance procedures, property responsibilities, fees and dues structure, operating rules and procedures, club meetings, damage to property procedures, and procedures for selecting flight instructors and check pilots. Rules and Regulations will be adopted by a simple majority vote of the Board.

ARTICLE VII - CHANGE TO BYLAWS

The Bylaws may be amended by a two-thirds vote of the members present at an annual or special meeting providing that the proposed amendment shall have been published to the members of the Club for at least thirty (30) days prior to the meeting at which the proposed amendment is to be considered.

ARTICLE VIII - MEETINGS, QUORUMS, PROXIES, VOTING AND MINUTES

Section 1. Annual Meeting: There shall be an annual meeting of the Club during the month of January for the purpose of election of officers to the Board, to receive a consolidated report of the affairs of the Club, and for such other business as may properly be presented for consideration of the members of the Club.

Section 2. Special Meeting:

- a. A special meeting of the Club shall be called by the President of the Club whenever:
 - (1) Requested in writing to the Board by at least five (5) members of the Club. At least five (5) of these members must be present at the special meeting for the business of the meeting to be conducted.
 - (2) Decided upon by a majority of the members of the Board at any meeting of the Board.

- b. The members of the Club shall be notified of any special meeting of the Club at least seven (7) days in advance of the date thereof, the notice shall specify the place, date, hour, and purpose of the meeting.

Section 3. Regular Meeting: There shall be such regular meetings of the Club as provided for in the Rules and Regulations.

Section 4. Board Meetings:

- a. A regular meeting of the Board shall be held to transact such business as may come before it at least once a quarter.
- b. Special meetings of the Board shall be called by the President of the Club:
 - (1) When he deems it necessary to do so.
 - (2) Upon a request in writing signed by at least three (3) members of the Board.

Section 5. Quorums:

- a. A quorum to conduct business at any membership meeting of the Club will consist of at least twenty (20%) per cent of the active membership of the Club.
- b. A quorum to conduct business at any Board meeting of the Club will consist of at least half of the members of the Board.

Section 6. Proxies: A voting member who cannot be present at a regular or special membership meeting may submit their vote via an official MAFC-provided absentee ballot to the President or the Vice-President. Absentee ballots are also permitted at meetings of the Board. Properly completed MAFC-provided absentee ballots are considered equivalent to the ballots of members who attend the meeting. Voting for Club officers at the annual meeting requires an in-person ballot; Absentee ballots are not accepted for voting for Club officers.

Section 7. Voting:

- a. Only active members in good standing will have the right to vote at any meeting of the Club.
- b. Voting for the election of officers of the Board and for the amendment of these Bylaws will be by secret ballot. A simple majority of the ballots cast, a

quorum being present, at the annual meeting will be sufficient to elect officers to the Board. Nominations for election to the Board will be made by voting members.

- c. For action on any other matter of business requiring a vote by members of the Club or the Board, at any meeting thereof, the vote may be taken in any accepted or conventional fashion as determined by the presiding officer or chairman of such meeting. A simple majority of the ballots cast, a quorum being present, will be sufficient for any transaction coming under this subsection and to pass on all other matters affecting the affairs of the Club.
- d. Whenever a vote is to be taken by secret ballot, the presiding officer or chairman will appoint a committee of at least three (3) members from among the active members present to collect and to tabulate the ballot.

Section 8. Minutes. Minutes will be prepared of all membership and Board meetings and submitted to the next meeting of that body for approval and file.

ARTICLE IX - DUTIES OF THE BOARD OF TRUSTEES

Section 1. The powers, business and property of the Club shall be exercised, conducted and controlled by the Board.

Section 2. The Board shall cause to be kept a complete record of all its 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.

Section 3. The Board may assign to any member any duty or office which the Board deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in the Bylaws and Rules and Regulations.

Section 4. The Board may engage salaried personnel from inside and outside the Club membership to perform such service in behalf of the Club as the Board deems appropriate and necessary.

Section 5. The Board 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.

ARTICLE X - DUTIES OF OFFICERS

Section 1. President:

- a. The President will be an active member of the Club and will be the Chief Executive of the Club. He will preside at all meetings of the membership of the Club and the Board. He may call any special meeting of the members and of the Board and will have, subject to the advice and review of the Board, general charge of the business of the Club.
- b. The President will be responsible to the Board for the operation of the Club, enforcement of the Board's decisions and other duties as described in the Club's Rules and Regulations.
- c. The President shall execute with the Treasurer, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board and shall co-sign all checks executed in the name of the Club.

Section 2. Vice-President:

- a. The Vice-President will be an active member of the Club. He will be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.
- b. The Vice-President will also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President and other duties as described in the Club's Rules and Regulations.

Section 3. Special Officers: Any member of the Club may be appointed by the President and approved by the Board to serve as a Special Officer or an Assistant to an Officer or an Assistant to a Special Officer of the Club. The term of such appointed Officers and Assistants shall lapse at the first annual meeting following the date upon which the appointment was made. Such Special Officers will include but not be limited to:

- a. Operations Officer who is responsible for maintaining records of the members and aircraft and for other duties as described in the Club's Rules and Regulations.

- b. Maintenance Officer who is responsible for coordinating maintenance activities of all aircraft and other duties as described in the Club's Rules and Regulations.
- c. Safety Officer who is responsible for coordinating safety meetings and programs and investigates all Club accidents and safety incidents and other duties as described in the Club's Rules and Regulations.
- d. Chief Flight Instructor who is designated as the Training Officer and as the Chief Check Pilot and is responsible for coordinating the pilot training programs offered by the Club and for other duties as described in the Club's Rules and Regulations.

ARTICLE XI - COMMITTEES

Section 1. Standing Committee: The President, with approval of the Board, may appoint Standing Committees when needed. The members of these committees will be appointed from the active membership of the Club.

Section 2. Special Committees:

- a. The President may appoint such Special Committees for special or seasonal activities as the Board may approve.
- b. At least sixty (60) days prior to the regular annual meeting of the Club, the President, with approval of the Board, will appoint a Nominating Committee of three (3) active members to submit a slate of active members as candidates for election as officers and members of the Board. Within ten (10) days of the appointment of this committee, all active members will be notified of this appointment in writing. Further, all active members will be notified of the slate of candidates compiled by the Nominating Committee at least fifteen (15) days prior to the annual meeting of the Club.

ARTICLE XII - RECALL OF ELECTED OFFICERS

Section 1. Petition: A recall election of an elected officer shall be called if twenty percent (20%) of the active membership signs a petition calling for that officer's recall. The petition shall include the alleged charge and specifications against the officer which are reasons for the recall and shall be delivered to the President or, if the petition names the President as the officer to be recalled, to the Vice President.

Section 2. Charges: The charges upon which the recall of an elected officer may be based shall be limited to the following: embezzlement of Club money, misuse or abuse of Club property and/or facilities, dereliction of duty or responsibility, failure to uphold or abide by these Bylaws or the Rules and Regulations of the Club.

Section 3. Hearing: A hearing to discuss the recall before the membership shall be called between 3 and 5 weeks after receipt of the petition. The petitioners and the officer named in the petition shall each present their case to the members present at the hearing. A quorum to conduct the hearing shall be fifty-one per cent (51%) of the membership. For the officer to be recalled, at least two-thirds of the ballots cast at the end of the hearing must be cast in favor of the recall.

ARTICLE XIII - VACANCIES ON THE BOARD OF TRUSTEES

Section 1. If the office of the President, Vice-President or any of the nine (9) members-at-large of the Board becomes vacant for any reason, the Board will elect a successor who shall hold office for the unexpired term or, in cases of multiple Board vacancies where a quorum cannot be gathered, the active membership may elect Board members for the unexpired terms at a special meeting called for that purpose.

ARTICLE XIV - BOARD OF INQUIRY AND HEARINGS

Section 1. Any Club accident will be reported in accordance with FAA and NTSB regulations and any regulations which may be established by the Club.

ARTICLE XV - ADOPTION

Section 1. These Bylaws for the Monmouth Area Flying Club were adopted by the Club at the February 20, 2010 General Membership Meeting by secret ballot.