

CAESAR CREEK SOARING CLUB

CAESAR CREEK SOARING CLUB BY-LAWS

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(See Table of Contents page for description of most recent revision)

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ARTICLE I

Name and Purpose

Section 1 - Name

Caesar Creek Soaring Club - A corporation, not for profit, State of Ohio.

Section 2 - Purpose

This organization is formed to promote interest among its members in the activities associated with the operation of soaring aircraft, flying and ground school training, and recreational activities. These activities include owning, leasing and operating for pleasure and competitive sport, soaring aircraft and powered aircraft and owning, leasing and operating automobiles and other equipment used for launching and towing soaring aircraft, maintaining and caring for soaring and towing aircraft and related equipment; and participating in flying exhibitions, soaring contests, attendance of soaring meets sponsored by other groups, and holding of meetings for the purposes of discussing and acting upon corporation business and interchanging ideas relating to the art of soaring.

ARTICLE II
Membership

Section 1 - Types of Membership

There shall be four types of membership. Each type shall have specific rights and benefits. Members shall be classified as: Limited Member, Youth Member, Family Member, or Member.

Section 2 - Limited Member

This class of membership is available to those persons who wish to use the aircraft of the Club on a limited basis for very short periods of time.

Section 3 - Youth Member

A Youth Member shall be enrolled full time in an undergraduate academic institution, or shall be less than 21 years of age and shall have all the rights of Members but shall be exempt from the share ownership requirements of the Club.

A Youth Member shall pay fees and dues in accordance with the Schedule of Fees and Dues and shall be entitled to use club facilities at the member rates. Dependent minor children of a Member must become a Youth Member prior to achieving solo status.

Section 4 - Member

A Member shall:

- a. Have the right to vote, to hold office, and to use the facilities of the Club.
- b. Maintain stock purchase and ownership requirements as provided herein.
- c. Have the right to select inactive status, subject to stock purchase requirements of Section 5, Article VI, and to return to active status subject to fees and dues established by the Trustees.
- d. Have the right to have the spouse use Club facilities, including aircraft for dual instruction, at the Member rates.
- e. Have the right to have the dependent minor children use the Club facilities, including aircraft for dual instruction, at the Member rates.

Section 5 - Family Member

The spouse of an active member may elect to become a Family Member. A Family Member shall be entitled to all the rights of Members, but shall be exempt from the share ownership requirements of the Club.

A Family Member shall pay fees and dues in accordance with the Schedule of Fees and Dues and shall be entitled to use club facilities at the member rates. The spouse of a Member must become a Family Member prior to achieving solo status.

Section 6 - Inactive Status

A Youth Member, Member or Family Member may elect inactive status for a period of no less than one (1) year. While in the inactive status such Youth Member, Member, or Family Member shall not use the aircraft and facilities, shall not be required to pay monthly dues and shall not vote unless otherwise provided herein. Any such Member shall not be required to continue the purchase of stock in SSD, Inc. beyond the point at which such member acquires the next full share on his purchase commitment as covered in Article VI, Section 5. The additional fee requirement shall also be suspended at the close of the calendar year during which such member elects inactive status.

ARTICLE III
Board of Trustees

Section 1 - Powers

The Club shall be managed by a Board of Trustees. The Board shall have the full power to conduct the business affairs, manage, and carry out the objects and purposes of the Club.

Trustees must be a Member. Youth, Limited, or Family Members are not eligible to be on the Board of Trustees.

Section 2 - Number of Trustees and Terms

The Board shall consist of nine (9) trustees who shall be elected at the annual meeting by the members entitled to vote thereon. Each trustee elected shall serve for a two year term beginning immediately upon election and ending at second annual meeting following such election. Approximately one-half of the Board shall be elected at each annual meeting. Four (4) trustees shall be elected in even numbered years and five (5) trustees shall be elected in odd numbered years.

Section 3 - Officers

Immediately following the annual election of trustees, the Board of Trustees so elected shall meet and organize by election, executive, and other officers who shall be members of the Board and assigned duties as follows:

- President
- Vice-President
- Secretary
- Treasurer
- Director of Operations
- Director of Maintenance
- Director of Facilities
- Director of Public Relations
- Director of Social Activities

The Board may create from time to time other officials and designate other duties.

Section 4 - Meeting

The Board shall conduct regular and special meetings which shall be open to the membership. Timely notice shall be provided trustees and members for meetings. The Secretary shall keep a written record and prepare report of all meetings of the Board to the membership.

Section 5 - Quorum

Five Trustees are required to constitute a quorum at a regular or special meeting. An affirmative vote of 5 Trustees is required for approval of any action. No trustee shall vote or act by proxy. Trustees present at any meeting shall vote yes or no on all actions unless excused for conflict of interest only.

Section 6 - Duties

The Board shall have the following specific duties and authority:

- a. To adopt rules of conduct for Board action to be effective for their term in office.
- b. To adopt and revise a Schedule of Fees and Dues for operation of this corporation. The schedule and any revisions thereto shall be presented to the membership at least thirty (30) days prior to becoming effective.

- c. To contract with Soaring Society of Dayton, Inc. or others, for the use of equipment and property necessary for operation of this Club.
- d. To adopt and revise Uniform Operating Procedures for aircraft, ground support equipment, and facilities. The Procedures and any Revisions thereto shall be presented to the members 30 days prior to becoming effective.
- e. Prepare and present a budget as further provided in Article VI.
- f. Upon receipt of the written objections of at least 20% of the membership, both Active and Inactive, to the Schedule of Fees and Dues or the Uniform Operating Procedures or the Budget and any Revisions thereto, the Board shall then cause the proposed Schedule, Uniform Operating Procedure, Budget, or Revision to be withdrawn or to be presented to the membership for approval or rejection by ballot.
- g. Maintain S.S.A. Chapter status for the Club and Membership.

Section 7 - Vacancies

Vacancies on the Board for any unexpired term shall be filled promptly by appointment by the remaining Trustees at a regular or special meeting called for that purpose.

ARTICLE IV Duties of Officers

Section 1 - President

The president shall preside at all meetings of Membership and Trustees, sign any certificates of membership, and perform generally all duties incident to such office and such other and further duties as may be from time to time required of him by the membership or trustees.

Section 2 - Vice-President

The vice-president shall perform all the duties of the president in case of absence or disability. In case both the president and vice-president are absent or unable to perform their duties, the members or trustees as the case may be may appoint a president pro tempore.

Section 3 - Secretary

The secretary shall keep an accurate record of all transactions of the membership, and trustees. He shall give all notices required by law and all notices provided by the By-Laws of the Club. He shall keep a proper secretary's book and shall properly record therein all minutes of membership and trustees meetings and such other matters as shall be proper and necessary. He shall issue and attest all certificates or receipts of membership and generally perform such duties as may be required of him by the members or trustees. He shall keep a membership book or other record of the name and address of each member and the date of admission to membership. If a member is terminated for any reason, the secretary shall note such fact in the membership book.

Section 4 - Treasurer

The treasurer shall receive and safely keep all monies, rights, and choses in action belonging to the Club and the same shall be disbursed under the direction of and to the satisfaction of the Board of Trustees. Proper vouchers or other receipts shall be taken for all such disbursements. It shall be his duty to keep an accurate account of the finances of the Club on the books of the corporation prepared and furnished for that purpose and all books shall be open for inspection and examination by the Board of Trustees or any committee of the members appointed for that purpose.

He shall render an account of the standing of the Club at the annual meeting of the members and at such other times as the Board of Trustees may require.

He shall perform all such other and further duties as may be required of him by the president or the Board of Trustees.

Section 5 - Director of Flight Operations

The Director of Flight Operations shall be responsible for safe, efficient and consistent flight operations, flight line operations and flight training. Specific limits of responsibility and authority will be set by the Board of Trustees.

Section 6 - Director of Maintenance

The Director of Maintenance shall be responsible for maintaining aircraft and ground equipment in good working order. Specific limits of responsibility and authority will be set by the Board of Trustees.

Section 7 - Director of Facilities

The Director of Facilities shall be responsible for the maintenance, security and utilization of the grounds and buildings. Specific limits of responsibility and authority will be set by the Board of Trustees.

Section 8 - Director of Public Relations

The Director of Public Relations shall be responsible for public relations for the club and all public promotions intended to solicit new members. Specific limits of responsibility and authority shall be set by the Board of Trustees.

Section 9 - Director of Social Activities

The Director of Social Activities shall be responsible for the organization for all social activities. Specific limits of responsibility and authority shall be set by the Board of Trustees.

Section 10 - Transfer of Club Information, Property and Records

At the expiration of any term of office, the Trustee shall deliver all books, papers and property of the Club in his hands, together with all monies, rights and records belonging to the Club, to his successor in office or to the Club President.

ARTICLE V Meetings

Section 1 - Meetings

The Annual meetings of the members of the Club shall be held at the place designated in the notice therefor on the second Tuesday in November of each year and at the hour designated in the notice therefor.

Section 2 - Regular Meetings

A regular meeting of the members shall be held each month of each year at the time and place designated in the notice therefor.

Section 3 - Special Meetings

Special meetings of the members may be held at any time upon call of the written request of 10% of the members presented to the Board of Trustees, or presented to any officer, or upon the announcement of 2 Trustees at a regular or special meeting of the Trustees.

Section 4 - Place of Meetings

No annual, regular or special meeting of the members shall be held at a place further than 60 miles from the City of Dayton, Ohio, unless authorized by a majority vote of the members present at any annual, regular or special meeting.

Section 5 - Notice of Meetings

Notice of all meetings shall be mailed to each member in good standing appearing as such on the books of the Club by the Secretary at least ten (10) days prior to the date of such meeting; and in all cases of special meetings, the notice therefor shall state briefly the objects therefor.

Section 6 - Quorum and Voting Rights

Those members present shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Club membership, provided they number at least 15% of the members entitled to vote thereon.

Each member in good standing present at a meeting shall be entitled to one vote. Each member shall have the right to vote by proxy on any matter announced in advance of the annual, the regular, and any special meeting.

**ARTICLE VI
Financial Structure**

Section 1 - Definition

A budget is a listing of expected income and expenditures for the Club for a one-year period.

Section 2 - Purpose

The budget has four purposes for the Club:

- a. To provide an instrument that requires the Club to do advance financial planning.
- b. To provide a system of priorities that will insure that the more important things are taken care of first.
- c. To provide a means of placing the entire financial program before the membership for their information and approval.
- d. To provide an authorization for the Treasurer to pay those obligations of the Club which are enumerated in the budget.

Section 3 - Preparation

The budget shall be prepared by the Board of Trustees or their representatives.

Section 4 - Approval

The budget shall be presented to the membership at least thirty (30) days prior to its becoming effective. The budget shall become effective as presented unless the Board of Trustees receives written objections from at least 20% of the membership. Upon receipt of such written

objections, the Budget shall be presented to the membership for approval or rejection by ballot. If a new budget is not adopted, the current budget shall remain in force until such time as a new budget is adopted.

Section 5 - Purchase of Stock in the Soaring Society of Dayton

(Rev. Jan. 22, 2011)

As a consideration for membership, Members shall purchase and hold twelve (12) shares of Soaring Society of Dayton, Inc. stock. Members agree that these shares shall be acquired at the rate of at least one (1) share per year. Should any member own less than twelve shares, they will be subject to a stock fee of \$5 per month until such time as the twelve shares have been purchased.

A Member who is, or becomes, an official or employee of the United States, State of Ohio, or Warren County, considered by the Board of Directors of Soaring Society of Dayton, Inc. and the Member to have a conflict of interest in share ownership, shall not acquire and own shares as the legal owner during the period of conflict of interest. The Board, during this period, may hold legal title to any such shares in trust for the benefit of the Member.

An affirmative vote of two thirds of the membership voting thereon at an annual, regular, or special meeting called for such a purpose shall be required to amend Section 5 of Article VI.

**ARTICLE VII
Suspension, Expulsion, Discipline**

Section 1 - Suspension, Expulsion, Discipline

If the conduct of any member shall appear to be in willful violation of the By-Laws or safety rules and regulations of the Club or if any member shall be in default for the payment of his dues or any other indebtedness to the Club, the Board of Trustees may, by affirmative vote of the Board of Trustees, suspend or expel such member. Before taking such action, a written copy of the charges must be served upon the member and an opportunity given to be heard before the Board of Trustees in defense. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Trustees (or at a special meeting called for that purpose) but not thereafter. Any member so expelled or suspended shall be refused admittance to any of the Club meetings and refused the right to participate in any of the flying activities of the Club or any other of its activities.

Any member (either a Member, Youth Member, Limited Member, or Family Member) is expected to conduct themselves in a manner that promotes the interest of the Club and is non-confrontational or offensive to other club members. Any such behaviour or unsportsmanlike conduct can be brought before the Board of Trustees. The member will be notified of the discussion so he can be present at the Board meeting should he so desire. The Board may, by affirmative vote, censure, reprimand, suspend or expel such member. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Board of Trustees if that member is present and heard.

Should these By-Laws not address a specific situation, the decision of the Board relating to that situation shall stand.

**ARTICLE VIII
Corporate Year**

Section 1 - Fiscal Year

The fiscal year of the Club shall begin as of January 1st of the calendar year and end as of December 31st of the calendar year.

Section 2 - Audit

Annually, at the end of the fiscal year, the books and accounts shall be audited by a special auditing committee of two members appointed by the President. The Board of Trustees, by an affirmative vote, or upon petition of 15% of the membership, shall cause an independent audit to be made by an outside auditing firm.

**ARTICLE IX
Order of Business**

Section 1 - Order of Business

Unless otherwise ordered by a majority vote of the members present, or in the case of the Board of Trustees by an affirmative vote of the trustees, the order of all business at all regular and special meetings of either members or trustees shall be as follows:

1. Roll call
2. Reading of the minutes
3. Reports and statements of officers and committees
4. Unfinished business
5. Elections
6. New or miscellaneous business

**ARTICLE X
Quorum**

Section 1 - Quorum

At any annual, regular or special meeting of either the members or the Board of Trustees, if a quorum is not present the only business that shall be transacted shall be a motion to adjourn.

**ARTICLE XI
Amendments**

Section 1 - Amendments

Amendments to the By-Laws may be made at any annual meeting or at any special meeting called for that purpose by the affirmative vote in person or by proxy of a majority of the membership.

Proposed amendments must be mailed to the members at least thirty (30) days before such action is taken thereon.

**ARTICLE XII
Adoption**

Section 1 - Adoption

These By-Laws shall become effective immediately upon adoption by those individuals seeking membership in the Caesar Creek Soaring Club.