



**Dayton Pilots' Club
Constitution and Bylaws**

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ARTICLE I – PURPOSE

1. To conduct meetings and other social functions for members and others to advance safety in general aviation.
2. To advance each member's knowledge and skills by:
 - a. buying, leasing or otherwise acquiring, owning, operating and maintaining aircraft.
 - b. providing facilities and aircraft that are cost effective for education and instruction in flying for the members aviation technical information, and for accumulating flight time.
 - c. promoting the proficiency and interest of all members in private flying and aviation and doing any and all things necessary or incidental thereto.

ARTICLE II – MEETINGS OF MEMBERS

1. The annual meeting of the members of this corporation shall be held in March of each year.
2. All meetings of the members, except as herein otherwise provided, shall be held at a place to be determined by the President.
3. Notice of the annual meeting of the members shall be sent to each member at such member's last known address at least five (5) days before such annual meeting.
4. Special meetings of the members may be held at such time and place as the President may determine, or may be called by a majority of the Trustees or by written petition of at least fifteen (15) members. It shall be the duty of the Secretary to notify the members of a special meeting within thirty (30) days after the demand therefor and not less than five (5) days prior to such meeting.
5. Notice of special meetings of members, stating the time and general purpose thereof, shall be given in a like manner as the notice. It shall be the duty of each active member to attend regular and special meetings of the Club membership and further to uphold the dignity of the Club; to be alert and mindful of the Club's interests; to exercise due caution, common sense and safety in flying activities; and to observe and comply with all federal aviation, state, local and Club rules and regulations.
6. At any meeting of the members, a quorum shall exist if at least thirty (30) percent of the active members are present.
7. The meeting shall be called to order by the President or, in the President's absence, by the Treasurer or, in the Treasurer's absence, by the Secretary, or, in the Secretary's absence, by a Trustee and this person shall act as the presiding officer of the meeting.
8. At the annual meeting of the members, the active members shall select by ballot vote a Board of Trustees as constituted by these By-Laws.

9. At every meeting of the members, each active member shall have one (1) vote.
10. A majority vote of the members at a duly called meeting, a quorum being present, is necessary for the adoption of any resolution, except as otherwise herein provided.
11. Robert's Rules Of Order shall prevail unless in conflict with this Constitution and these By-Laws.

ARTICLE III – TRUSTEES

1. The powers, business and property of the Club shall be exercised, conducted and controlled by a Board of Trustees consisting of seven (7) members.
2. Trustees must be active members and shall be elected at the annual meeting.
3. In case of a vacancy on the Board, the remaining Trustees shall fill such vacancy by appointment from the Club membership. If three (3) or more vacancies occur at any one time, they shall be filled by vote of the active members at the next regular meeting or at a special meeting duly called for such purpose, a quorum being present.
4. As soon as reasonably possible after each annual meeting of the members, the newly elected Trustees shall hold a meeting for the election of a President, a Treasurer and a Secretary, and shall transact any other business as may be before them.
5. Regular meetings of the Board of Trustees shall be called at a time and place to be determined by the President.
6. Special meetings of the Board of Trustees shall be called at any time on the order of the President or on the order of two (2) or more Trustees.
7. Notice of special meetings of the Board of Trustees, stating the time and general purpose thereof, shall be mailed or personally given to each Trustee not later than the day before the meeting. If all Trustees are present at any meeting, any business may be transacted without previous notice.
8. Six (6) Trustees shall constitute a quorum of the Board at all meetings and a majority affirmative vote of the Trustees, a quorum being present, shall be necessary to pass any resolution or authorize any act of the Club.
9. The Board of Trustees shall cause to be kept a complete record of all its acts and proceedings of its meetings and shall present a full statement at the regular meetings of the members, showing in detail the condition of the affairs of the Club.
10. The entire management of this Club shall be vested in a Board of Trustees, except as herein otherwise provided. It shall be the duty of the Board of Trustees to act on all matters of policy, to determine and recommend for Board of Trustees or membership approval the membership and initiation fees, to act in a judicial capacity on all violations of Club rules and regulations, to protect the Club's interests and guard its welfare, and to submit its findings and recommendations on

special problems at Club meetings for membership consideration and approval or disapproval. Any limitations upon the authority of the Board of Trustees other than provided in these regulations shall be on at least a two-thirds (2/3rds) vote of approval of the members present at a regular or special Club meeting, a quorum being present.

11. Any Trustee may be removed from office by a unanimous vote of the other Trustees due to a lack of performance of duties on the part of such Trustee.

ARTICLE IV – OFFICERS

1. The executive officers of the Club shall be a President, a Secretary and a Treasurer.
2. The President, Secretary and Treasurer shall be elected by a majority vote of the Board of Trustees at the first meeting of the Trustees after the annual meeting of the members and shall hold office for twelve (12) months and until their respective successors are elected.

ARTICLE V – PRESIDENT

1. The President shall be the chief executive officer of the Club and shall preside at all meetings of the members and the Board of Trustees. The President may call any special meetings of the members or the Board of Trustees and shall have, subject to the advice and control of the Trustees, general charge of the business of the Club. The President shall execute with the Secretary or Treasurer, in the name of the Club, all certificates of membership, contracts and instruments which have first been approved by the Board of Trustees.
2. The President shall perform all duties incident to the office of the President, subject to the control of the Board of Trustees.
3. The President shall appoint a nominating committee prior to the December membership meeting for the selection of candidates for Trustee to be elected at the next annual meeting of the members.

ARTICLE VI – SECRETARY

1. The Secretary shall keep the minutes of all proceedings at meetings of the membership and of the Board of Trustees in books provided for that purpose. The Secretary shall attend to the giving and serving of notices of all meetings of the members and of the Board of Trustees and as otherwise may be required. The Secretary shall keep a proper membership book showing the name of each member of the Club, the book of By-Laws, the Club seal, if any, and such books and papers as the Board of Trustees may direct. The Secretary shall execute with the President or Treasurer, in the name of the Club, all certificates of membership, contracts and instruments which have first been approved by the Board of Trustees. In the absence or disability of the Treasurer, and under the direction of the President, the Secretary shall execute, in the name of the Club, checks for expenditures authorized by the Board of Trustees.
2. The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Trustees.

ARTICLE VII – TREASURER

1. The Treasurer shall be responsible for all financial activities and functions of the club. While other members or nonmembers may perform such accounting functions as preparing the monthly member billing, financial statements or the tax returns, the Treasurer will be responsible for knowledge of the requirements of the club and overseeing that they are fulfilled.
2. Other duties incident to the Treasurer's function include but are not limited to:
 - a. Executing in the name of the Club all checks for the expenditures authorized by the Board of Trustees.
 - b. Overseeing the receipt and deposit of all funds of the Club in a bank account selected by the Board of Trustees.
 - c. Accounting to the members and the Board of Trustees for all receipts, disbursements and balance of cash on hand.
 - d. Executing, with the President or Secretary, in the name of the Club, all certificates of membership, contract and instruments which have first been approved by the Board of Trustees.

ARTICLE VIII – MAINTENANCE OFFICER

1. The Maintenance Officer shall be appointed by the Board of Trustees and shall be responsible for the supervision of all crew chiefs and maintenance activities.
2. The Maintenance Officer shall report to the Board of Trustees and be subject to the control of the Board of Trustees.
3. The Maintenance Officer shall be responsible for scheduling all major overhauls or major repairs authorized by the Board of Trustees.
4. The Maintenance Officer shall maintain a supply of expendable items for use by the crew chiefs.

ARTICLE IX – CREW CHIEF

1. Each crew chief shall be appointed by the Board of Trustees and shall be responsible for maintaining current information in the log books of the aircraft. assigned to such crew chief.
2. Each crew chief shall be responsible for maintaining the assigned aircraft in proper operating condition, under the supervision of the Maintenance Officer and a properly certificated aircraft and engine mechanic, for obtaining all aircraft checks and inspections, and for compliance with all service bulletins for the aircraft.

3. Each crew chief shall be responsible for all papers and placards required to be carried in the assigned aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

ARTICLE X – VACANCIES

1. If the office of President, Treasurer or Secretary becomes vacant for any reason, the Board of Trustees shall elect a successor who shall hold office for the unexpired term.
2. Replacement of any appointed position which becomes vacated shall be made by the Board of Trustees.

ARTICLE XI – SAFETY BOARD

1. A permanent, seven (7) member Safety Board shall be appointed by the Board of Trustees, which Safety Board shall have the following functions and responsibilities:
 - a. The promotion of safe flying practices.
 - b. The promotion of improved flying skills.
 - c. The investigation of accidents or incidents involving Club aircraft.
 - d. To hold hearings in cases of alleged violations, misconduct or unsafe practices involving Club aircraft.
2. The Safety Board shall select a Chairman and a Secretary from its members for a term of one (1) year. The Chairman shall conduct the business of the Safety Board and report findings and recommendations to the Board of Trustees; the Secretary shall accurately record the proceedings of the Safety Board.
3. The members of the Safety Board shall serve at the pleasure of the Board of Trustees.
4. Three (3) members present shall constitute a quorum at all Safety Board meetings. In the absence of the Chairman or Secretary, the members present shall designate temporary officers.
5. No member who is the subject of an investigation or hearing conducted by the Safety Board shall participate in such investigation or hearing.

ARTICLE XII – HEARINGS

1. The Board of Trustees, upon receipt of the findings of the Safety Board, shall offer to all parties involved in the accident or incident the opportunity of a hearing. After the hearing, or if such hearing is waived by all parties involved in the accident or incident, the Board of Trustees shall determine the extent of any financial responsibility or other sanctions to be imposed upon such party or parties.

2. The Board of Trustees shall not impose financial responsibility upon any one member in excess of such member's current membership fee for any one accident or incident unless the damage is incurred in conjunction with a violation of the Club's insurance policy provisions and is not covered by insurance carried on the aircraft. If the damage is incurred in conjunction with a violation which is not covered by the insurance carried on the aircraft, then the member responsible for the damage shall be liable for the full amount thereof.
3. All financial obligations imposed upon any member as a result of the decision of the Board of Trustees shall be satisfied within thirty (30) days after written notice to the member. All unsatisfied debts of a member may be deducted from the member's membership fee, the remainder of which shall be returned to the member with the cancellation of such member's membership in the Club in accordance with the provisions of Paragraph 7. of Article XIII below.

ARTICLE XIII – MEMBERSHIP

1. New members shall be probationary members for a period of at least three (3) months but not more than six (6) months, and shall be accepted as a full member of the Club upon a three-fourths (3/4ths) vote of the members being present at a regular meeting, a quorum being present.
2. A person accepted for membership in this Club as hereinbefore stated shall be deemed a probationary member upon payment of the current membership fee and an initiation fee as are from time to time determined by the Board of Trustees.
3. An active member's spouse and dependent children (under age nineteen or if a full-time student under twenty three) shall be jointly entitled to the rights and privileges of Club membership as a Sponsored Member, except for the right to vote or hold office. Sponsored Members must complete an application and submit it to Board of Trustees for its approval before soloing in a Club aircraft. A Sponsored Member shall be considered a bona fide member of the Club, provided each is properly certificated by the FAA. An active member shall be entirely responsible for seeing that such member's Sponsored Member complies with all current Club regulations and rules; and shall further be entirely responsible and liable for any assessments, damages or costs charged against the Sponsored Member. Except as herein otherwise expressly provided, Sponsored Members shall be subject to and bound by all the same rules, regulations and requirements as are herein made applicable to active members. (This paragraph adopted October 16, 2002)
4. Monthly dues as set by the Board of Trustees shall be charged all active members.
5. Historically, the club has experienced periods when the flying hours are unusually low to the point it had the potential of reducing the Club's cash reserves below an acceptable amount. At the discretion of the Board of Trustees the active members may be billed in advance for hourly flying charges in an amount to be determined by the Board of Trustees. The Board of Trustees shall specify at the time of such billing, any limitations on the period of time during which the prepaid hourly charges may be used. If no time period is specified then there will be no limit.
6. Active members may change to an inactive status by submission of a written request to the Board of Trustees. Such inactive status must be for a period of not less than one or more than three years.

Inactive members will not be liable for monthly dues for the period of inactive status, commencing with the calendar month subsequent to the month in which the Board of Trustees approves the request. Inactive members shall not have Club privileges, except for social activities. Request for return to active member status must be by written request to the Board of Trustees. The Board of Trustees shall have sole discretion for approval of such status change. In the event that an inactive member has not returned to active Status prior to the expiration of the three year period, the member's membership in the Club will be terminated. For all members classified as inactive on the date of approval of this Article, the three-year period will start on the first day of the following month. (This paragraph adopted October 16, 2002)

7. A member may withdraw from the Club upon notification to the Secretary in writing thirty (30) days in advance of the intended withdrawal date. Within sixty (60) days after the effective withdrawal date and provided the withdrawing member has settled all outstanding accounts or claims with the Club, such member shall be entitled to a refund of the membership fee, not to exceed, however, the amount shown on Club records as the membership fee for such member. The member shall not be entitled to any refund of the existing balance of prepaid hourly charges at the time of the member's resignation.
8. The Club will issue a statement to each member at the end of each month. The amount due on that statement is payable by the twentieth day of the following month. Any member who does not make payment, in full, by the twentieth of the month is a delinquent member. There will be five percent (5%) per month penalty charged on the beginning balances of all delinquent members. When a delinquent member fails to pay any sum owed to the Club, or to make appropriate arrangements with the Board of Trustees for the payment thereof within ninety (90) days after the due date, the member shall, at the option of the Board of Trustees, be considered as resigned from the Club.
9. A member who has violated the Flight and Operational Rules of the Club may be expelled by a majority affirmative vote of the Board of Trustees present at any regular or special meeting of the Board of Trustees. Ten (10) days prior notice shall be given to the offending member, who shall have the right to be heard in person or be represented by counsel. Appeal to the membership at a regular meeting within the next sixty (60) days must be submitted in writing to the Secretary within ten (10) days after the decision of the Board of Trustees. A three-fourths (3/4ths) vote of the active members present at a regular meeting, a quorum being present, will override the decision of the Board of Trustees.

ARTICLE XIV – SURPLUS

1. Any net surplus remaining after all operating costs and other expenses have been paid shall remain in the Club treasury for the purchase of new equipment, for contingencies, or for the purpose of reducing the hourly rates for flying, as shall be determined by the Board of Trustees. In no event shall funds be distributed to the members for their individual use if such distribution would jeopardize the tax-exempt status of the club. (Article XIV Text Adopted January 15, 2003)

ARTICLE XV – AMENDMENTS

1. Amendments to this Constitution and these By-Laws may be proposed at any general membership meeting. Adoption of a proposed amendment will be voted upon at the next regular monthly meeting or at a special meeting of the members duly called for such purpose. Ten (10) days prior written notice of the proposed changes and of the meeting shall be given to the membership. Adoption of any proposed amendment shall be by a two-thirds (2/3rds) affirmative vote of the members present at such meeting, a quorum being present.

ARTICLE XVI – DISSOLUTION

To dissolve the Club, a special meeting of the members shall be called for that single purpose. A notice of the meeting will be mailed to each active member a minimum of 30 days prior to the meeting and will contain an absentee ballot for use by the member in the event they are unable to attend. The ballot must be returned to a person designated by the Board of Trustees no later than the day of the special meeting. A two-thirds majority vote (of active members) in favor of dissolution is required in order to proceed with the dissolution.

Should the club be dissolved, all assets will be appraised by a minimum of two impartial parties and all said assets will be sold using the appraised values as a guide. The composite sum of the treasury balance and all the money accrued through such sales will be used to pay all outstanding debts (including any federal, state or local taxes) of the Club. Funds remaining after all debts and expenses are met will be distributed as follows:

1. First, all active and inactive members will be reimbursed their share value.
2. Second, any remaining balance will be donated to an entity selected by the Board of Trustees at the time of the dissolution. (Article XVI Text Adopted January 15, 2003)

ARTICLE XVII – RESOLUTION OF DISPUTES

As a non-profit private club, unnecessary expense is a concern to DPC and its members. The club recognizes that, on occasion, circumstances may arise in which a member or group of members may take issue with an action or actions by the club itself or a member or members of the Board of Trustees. In an effort to avoid the costs associated with conventional litigation, the following dispute resolution procedure is hereby provided:

Any DPC member taking issue with club policies or actions will make his/her concerns known to the Trustees in writing and request a hearing on said issue(s). The Board will set an appropriate and timely date and time for the hearing during a closed-session Trustees' meeting which will be publicized on the "DPC Announce" message board, on the members-only portion of the web site, and, time permitting, in the DPC newsletter. The announcement will contain a synopsis of the disputed matter, and the date, time, and place of the meeting. The member(s) will be given ample time and opportunity to present concerns to and answer questions from Board members, after which the Board will discuss and vote on what, if any, potential corrective action should be taken. Results of the meeting will then be publicized through the same channels listed above.

If the vote of the Board is not satisfactory to the disputing member(s), written request may then be made to the Board of Trustees to have the dispute heard at the next general membership monthly meeting. Notification of the dispute and membership hearing will again be provided to DPC members as prescribed above. At the designated monthly meeting, the disputed issue(s) will be presented to the attending members, providing a constitutional quorum is present. Members will hear arguments from and have the opportunity to question both sides before placing the matter up for a binding vote to either support the Trustees' decision or find for the disputing member(s). Should a quorum not be present, the hearing will be scheduled and publicized for the next monthly meeting. Should a quorum not be present at the two consecutive meetings, the issue will be deemed to be one viewed apathetically by the membership, and the Board's decision will be upheld.

At no point during this disputed procedure may any individual, the Board of Trustees, or group of members attempt to force or coerce personal signatures on documents, nor shall any individual(s) be placed unwillingly in a position that may threaten later legal liability.

All members agree to accept this procedure as the only means of dispute resolution within DPC. Any member(s) choosing to go outside of the club to involve courts, legal counsel, and/or the legal system will be deemed to be in de facto violation of this club policy and be considered in an adversarial position with DPC, at which time flying privileges will be immediately suspended pending procedures to resign the offending member(s). (Article XVII Text Adopted August 20, 2003)