

# **Aero Flight Club of Las Cruces, NM**

## **By-Laws**

**Amended February 10, 2018**

### **Article I**

#### **Name**

The name of this organization shall be Aero Flight Club of Las Cruces, Inc. It shall be a nonprofit organization incorporated under the laws of the state of New Mexico.

### **Article II**

#### **Purpose**

Aero Flight Club of Las Cruces is organized exclusively to:

1. To be ambassadors of good will to the rest of the airport and the local community.
2. To advance the science of aeronautics, to develop aviation and to educate pilots in safe operations.
3. To provide for its members convenient means for private flying and the improvement and maintenance of their flying skills at reasonable rates.
4. To support private flight training.
5. To own or lease and maintain one or more aircraft for the education, transportation and general use of the members of this Club or their families.
6. To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Club.
7. To borrow money, contract debts, make contracts, and to exercise any and all such powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient or expedient for the accomplishment of any of its objects or purposes, providing the same be not inconsistent with the laws of the State of

New Mexico, and to that end, enumeration of such powers as set forth herein shall not be deemed inclusive.

## **Article III**

### **Membership**

1. Membership in the Aero Flight Club of Las Cruces is open to all individuals of good moral character who are financially able to meet the obligations of the club and who profess an interest in aviation.

2. Membership Types

(a) Regular Member

Regular Members are entitled to fly club aircraft as set forth in the Aero Flight Club of Las Cruces Operating Rules consistent with their flight hour requirements, airmen certificate, medical certificate, and good standing with the club.

(b) Associate Member

Associate Memberships are open to all members' spouses and up to two dependent children who wish to earn a Pilot's License. Associate Members shall be sponsored by a Regular Member who shall be responsible for the flying time payment and dues of the Associate Member. Associate Member will have a reduced dues rate. Once an Associate Member earns a Pilot's License they become a Regular Member and are subject to Regular Membership dues.

(c) Social Member

Social Membership is open to anyone with an interest in aviation. For nominal monthly dues Social Members may attend all Club events and meetings.

(d) Seasonal Member

People who would like to be Regular Members but do not live in the area year round may apply for Seasonal Membership. Seasonal Members would only pay an initiation fee once. Seasonal Members would pay monthly dues during the months they reside locally. Seasonal Members must provide the President 15 calendar days notice before suspending or resuming membership. Membership benefits suspend and resume at the beginning of a month. Aircraft rental fees must be paid at the time of the rental or by providing the club with a deposit to cover such fees. This type of membership is ideal for students

and pilots who visit the Las Cruces area for periods of time during the year, e.g. university students and RVers.

(e) Flight Instructor Member

CFIs who wish to instruct in Club aircraft but do not wish to enjoy the privileges of Regular Membership may apply as a Flight Instructor Member.

(f) Trial Member

Anyone wishing to take a test flight may apply to be a Trial Member. Their membership lasts one day and entitles them to fly with a fully licensed club member during that day.

## **Article IV**

### **Board Of Directors**

1. The business of the Club shall be conducted and controlled by a Board of Directors (the Board) of three members.
2. The Board of Directors shall be elected from the active membership by the Club membership at the Annual Meeting of the Club. The three Board members are elected for three year staggered terms.
3. Regular meetings of the Board of Directors shall be held quarterly at a time and place as determined by the President.
4. The Board of Directors shall cause to be kept a record of all its acts and proceedings at its meetings.
5. The Board of Directors shall have the power and authority to make, 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. Each member of the Board of Directors may enforce all said rules and resolutions in the first instance until action of the Board.
6. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the Club.

## **Article V**

### **Officers**

1. The Officers of the Club shall be a President, Secretary, Treasurer, Aircraft Maintenance Officer, Safety Officer, Publicity officer.
2. The Officers shall be elected from the active membership by the Club membership at the Annual Meeting of the Club, and shall hold offices for the ensuing year.
3. Officers Duties

#### **(a) President**

- (i) The President shall preside at all meetings of the Club and the Board of Directors. He/she shall post an agenda for Board meetings in advance of the meeting. He/she may call any special meeting of the members of the Board of Directors and shall have, subject to the advice and consent of the Directors, general charge of the business of the Club, shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board of Directors. He/she shall appoint committees as necessary and be a member ex-officio of such committees.
- (ii) The President shall coordinate with the Safety Officer to securing adequate insurance coverage for the building and aircraft and enforce the necessary provisions of that insurance.
- (iii) The President shall assign such duties connected with the operation of the club to other officers.

#### **(b) Secretary**

- (i) The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors. He/she shall attend to the giving and serving of notices of all meetings of the members and the Board of Directors and otherwise. He/she shall keep a proper membership list showing the name of each member of the Club, the book of By-Laws, and up-to-date compilation of Club Policies, the Club Seal and such other books and papers as the Board of Directors may direct. He/she shall execute with the President, in the name of the Club, all certificates of membership, contracts and instruments which have been first approved by the Board of Directors.
- (ii) The Secretary shall perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors.

(iii) The Secretary shall also perform such duties connected with the operation of the club as he or she may be directed by the President.

(c) Treasurer

(i) The Treasurer shall execute all payments in the name of the Club for expenditures authorized by the Board of Directors. He/she shall receive and deposit all funds of the Club in the bank selected by the Board of Directors which funds shall be paid out by check, debit, electronic transfer or other means as provided in the Operating Rules. He/she shall also account for all receipts, disbursements and balance on hand to the Board of Directors in a timely way. He/she shall provide timely financial statements that indicate revenue, expenditures, assets, liabilities and net worth of the Club.

(ii) The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors.

(iii) In the event that the treasurer is unavailable, as described herein, to execute payment or draw funds from the Club's Bank account, those currently authorized by the Club and whose signatures are on file with the organization's financial institution, may execute payment or draw funds for expenditures in the treasurer's absence. The Treasurer is considered unavailable in the following situations:

- When notification of absence has been provided to the Board.
- When the Treasurer has indicated that there will be a prolonged reason and will not be available (for example, sickness, death in the family, on vacation, travel, etc) to sign checks.
- When an item must be paid so that a detrimental harm to the Club can be prevented and the Treasurer is not available. (for example, insurance will lapse, utilities will be cut off)
- When the Treasurer is unwilling to perform as set forth in the By-Laws.
- When the Treasurer has resigned or been removed from office.

(d) Aircraft Maintenance Officer

(i) The Aircraft Maintenance Officer shall be responsible for the maintenance of current information in the log books of the aircraft.

(ii) The Aircraft Maintenance Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certified aircraft and engine mechanic, and for obtaining all checks, inspec-

tions, major overhauls and for compliance with all Airworthiness Directive Notices and service bulletins for the aircraft.

- (iii) The Aircraft Maintenance Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

(d) Safety Officer

- (i) The Safety Officer should work in cooperation with the other Officers, the club CFI Members and the FAA to conduct Safety Seminars.
- (ii) The Safety Officer shall be responsible for firefighting equipment and overall fire safety.
- (iii) The Safety Officer shall be responsible for building and equipment safety.
- (iv) The Safety Officer shall coordinate with the President to securing adequate insurance coverage for the building and aircraft and enforce the necessary provisions of that insurance.
- (v) A Certified Flight Instructor certificate is desired as a qualification of the Safety Officer.

(e) Publicity Officer

- (i) The duties of the Publicity Officer shall be to assume responsibility for all advertising and promotional activity for the Club.

## **Article VI**

### **Members' Meetings**

Within this Article, the words "membership", "member", and "members" shall refer to active members in good standing.

At any meeting of the members, a quorum shall consist of 25% of voting members.

At every meeting of the members, each dues paying member in good standing (see "Operating Rules of Aero Flight Club of Las Cruces Inc., Membership Rules") shall have only one vote.

All members may attend all meeting and may be heard on any topic, i.e. they have a voice.

The Secretary shall keep the minutes of all proceedings of the members.

**1. Annual Members' Meeting**

- (a) The Annual Members' Meeting shall be held at a time and place determined by the Board Of Directors. All annual meetings should occur at one year intervals from the first with some scheduling flexibility.
- (b) Notice of the annual meeting of the members shall be given by written notice mailed to each member at his/her last known place of business or residence or delivered by generally accepted electronic or digital means to the email address on file at least one week before such annual meeting.
- (c) Notice of special meeting of members, stating the time and in general terms the purpose thereof, shall be given in like manner as the notice required for the regular annual meetings.
- (d) The President or, in the absence of the President, a Board member shall call the Annual Members' Meeting to order and shall act as presiding officer thereof.
- (e) At the Annual Members' Meeting, the members shall elect by ballot the Officers and fill any upcoming vacancies of the Board of Directors as constituted by the By-laws.
- (f) A majority vote of the members present shall be necessary for the adoption of any resolution and for the election of officers.

**2. Special Members' Meetings**

- (a) The Board may call a Special Members' Meeting when it needs advice and/or consent from the full membership.
- (b) Members may call a Special Member's Meeting by presenting the President with a letter requesting the meeting signed by 25% of the Members in Good Standing.
- (c) The meeting will be held at a time and place selected by the party calling for the meeting.
- (d) At least one weeks notice shall be given to all members in writing by mail or generally accepted electronic or digital means by the party calling the meeting.
- (e) An Agenda shall be included with the meeting notice.

**Article VII**

**Board Meetings**

The Secretary shall keep the minutes of all proceedings of the Board of Directors.

Two directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least two directors shall be necessary to pass any resolution or authorize any act of the club.

The Board may adopt, change, modify or otherwise vote in its defined working capacity in person by any digital means that is a currently accepted digital medium. This may include, but is not limited to email voting, teleconference, videoconference, etc. This rule is open ended such that as new technologies emerge, they may be immediately incorporated into the Board's decision-making activities. When meetings and/or decisions are made digitally and not in persona, the secretary will note in Board minutes that the vote was conducted digitally and digital mode in which it was conducted.

If all Directors are present at any meeting, any business may be transacted without previous notice.

#### 1. Regular Quarterly Meetings

- (a) An Agenda of the meeting shall be distributed by mail or generally accepted electronic or digital means at least one week in advance of the meeting by the President.

#### 2. Special Meetings

- (a) Special meetings of the Board of Directors may be called at any time on the order of the President or on the order of two of the Directors.
- (b) Notice of special meetings of the Board of Directors stating the time, place and in general terms, the purpose, shall be mailed, or sent by generally accepted electronic or digital means to each Director at least 48 hours before the meeting.

## Article VIII

### Indemnification

Aero Flight Club of Las Cruces, Inc. shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and

further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## **Article IX**

### **Club Management**

The President shall act as day-to-day manager of Club operations. The President may, with the consent of the Board, appoint from the members in good standing or hire a General Manager. The President may, with a resolution from the Board, execute contracts and loan agreements.

## **Article X**

### **Amendments**

1. These By-Laws may be amended at any regular or special meeting of the Club, provided that notification of the proposed amendment be communicated to the entire membership at least one week in advance of the meeting.
2. A two-thirds vote of the members in good standing present at any such meeting shall be required to adopt any proposed amendment.

## **Article XI**

### **Distribution of Assets Upon Dissolution**

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed:

1. first, to general creditors of Aero Fight Club of Las Cruces, including those holding long term loans to the Club which will be paid back with interest to date.
2. second, member creditors of Aero Flight Club of Las Cruces will be reimbursed without interest.
3. third, to Club members proportional to and not exceeding the amount of refundable deposits, without interest; and
4. last, to such non-profit charitable corporation, Municipal Corporation, or corporations, as may be selected by the Board of Directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purpose of carrying on nonprofit aviation, and aviation safety, education. In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent of the event of the dissolution of this corporation, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to the following nonprofit charitable purpose: Aircraft Owners and Pilot Association (AOPA) Safety Foundation.

## CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by two-thirds majority vote on \_\_\_\_\_ (dates).

Signed \_\_\_\_\_ Date  
Tania Privette

signed \_\_\_\_\_ Date  
Brent Shelly

Signed \_\_\_\_\_ Date  
Chris Franzoy

