

**RFC DALLAS, INC.  
BYLAWS**

ADOPTED BY VOTE OF THE BOARD OF DIRECTORS ON MARCH 5, 1991

ARTICLE I - NAME

Section 1. The name of this organization shall be hereafter referred to as the "club".

ARTICLE II - GOVERNING AUTHORITY

Section 1. Whenever applicable, the Texas Non-Profit corporation Act and the Articles of Incorporation shall become part of these Bylaws in furtherance of the chartered purposes of the club.

Section 2. Further to these Bylaws, the club, through action of its board of directors, shall maintain a document of rules and procedures that shall contain the detailed procedural information required by each member of any class to enable the proper execution of his responsibilities as a member.

Section 3. whenever an inconsistency occurs between the provisions of the rules and procedures, bylaws, articles of incorporation, and the Texas Non-Profit Corporation Act, the inconsistency shall be resolved by giving precedence in the following order: (i) the Act, (ii) the Articles of Incorporation, (iii) these Bylaws, and (iv) the rules and procedures.

ARTICLE III - MEMBERSHIP

Section 1. The members of the club shall be divided into three classes: Full, Family, and Limited.

Section 1.1 A full member is a person of good character and must be responsible and financially able to meet the obligations of the club and be insurable by the club's insurance carrier. Full members shall be entitled to all rights and privileges of the club, and shall share in its responsibilities.

Section 1.2 A family member shall be the spouse or child of the same household of a sponsoring full member of active status. Family members shall be entitled to all rights and privileges of the club, except the right of vote or hold office, and shall share in its responsibilities to the same extent as full members.

Section 1.3 A limited member shall be a licensed pilot approved by the board of directors and shall meet the qualifications of full membership. A limited member shall have no rights in the club and shall only be entitled to operate club aircraft for the specific purposes as may from time to time be determined by the board of directors.

Section 2. The status of each member shall be one of the following: active, inactive, or suspended.

Section 2.1 Active status applies to one who is current in his financial obligations to the club and shall receive all the rights and privileges of his membership class.

Section 2.2 Inactive status applies to members who are unable to maintain flying or financial currency for a period of ninety days or longer. Only full members may apply for inactive status. A member of inactive status is not allowed the right of vote, nor operate club aircraft, nor exercise any other privileges or benefits entitled to active members. No member shall apply for inactive status until all financial responsibilities to the club are satisfied. Members shall apply for inactive status through the club treasurer.

Section 2.3 Suspended status applies to members who have been temporarily denied all privileges and benefits of membership in the club by action of the board of directors.

Section 3. The duties of the membership shall be to conduct themselves in a proper and fitting manner; to attend regularly scheduled and special club meetings; to participate in club sponsored projects; to uphold the dignity of the club at meetings and on the flying field; to be alert and mindful of the club's interest; to exercise caution and safety in flying; and to observe all Federal, state, local and club rules and regulations.

Section 4. The number of active members shall be limited at the discretion of the board, based on the amount of equipment and average time the equipment is in use, so as to allow reasonable use to each active member without undue restriction.

Section 5. Members may terminate their membership upon written notice of termination of membership. In the event of such termination neither the member, nor his personal representatives, heirs or devisees shall have any right, title or interest in the club or its assets. Terminations shall become effective on the last day of the month the formal request is received by the treasurer of the club.

Section 6. A member of any class may be expelled from the club, with stated cause, by the board of directors.

Section 7. Each member of the club shall have read and shall have agreed in writing to observe and abide by all the provisions of these bylaws and other regulations of the club. The secretary shall maintain a permanent archive of each member's agreement.

#### ARTICLE IV - MEETINGS OF MEMBERS

Section 1. Regular meetings shall be held monthly, except when otherwise decreed by the board of directors, on such day and at such time and place as shall be determined by the board. No less than five regular meetings shall be held during each year. Notices of such meeting shall be provided in advance thereof.

Section 2. The annual meeting shall be held in the month of April of each year at such time and place as determined by the board of directors. Notice of the annual meeting shall designate it as such.

Section 3. special meetings may be called by the president upon his own volition, upon request of the board of directors, or upon written request of ten or more percent of the active members of the club. The purpose of such meetings shall be set forth in the notice to the members, said notices shall be provided at least four days prior to the date of the meeting. No business, other than that for which the meeting was called shall be transacted.

Section 4. For the purpose of transacting business of the club, a quorum of ten percent of those active members eligible to vote, but not less than ten voting members shall be required.

Section 5. only full members of active status shall be allowed to vote on any matter requiring a vote and they shall be entitled to only one such vote.

Section 6. A full member of active status may vote on any matter by a written proxy executed and dated by himself, and filed with the club secretary. No proxy shall be valid for more than thirty days from the date of execution.

Section 7. The vote of a majority of the members having voting rights present in person, or by proxy, shall be necessary for the adoption of any matter, except as otherwise provided for in these bylaws.

Section 8. Meetings of members shall be conducted in accordance with Robert's Rules of Order.

#### ARTICLE V - OFFICERS

Section 1. The officers of the club shall be a president, vice-president, secretary, treasurer, operations officer,

maintenance officer, and a safety and training officer, each appointed by the board of directors.

Section 2. All offices shall be filled by full members of active status. The president shall be selected from the members of the board of directors.

Section 3. The president shall preside at all meetings of the club and the board of directors, appoint all committees, acting as an ex-officio member thereon, and perform all the duties as properly pertain to his office.

Section 4. The vice-president shall act as president of membership or special meetings in the cases of request, absence, disability or refusal to act of the president. He shall have principal charge of all club membership activities, and will arrange, or see to the arrangement of, meeting programs. The vice-president shall also be chairman of the membership committee.

Section 5. The secretary shall conduct all correspondence at the direction of the club or its officers, shall record the minutes of all meetings, shall maintain and be custodian of all files and records of a permanent nature; shall perform all other duties that properly pertain to his office. The secretary shall publish, or cause to be published, meeting notices or other pertinent information distributable to the membership.

Section 6. The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and the business transactions of the club, including accounts of its members, its assets, liabilities, receipts, disbursements, gains, and losses. The treasurer shall deposit all monies and other valuables in the name of and credit of the club, with such depositories as may be designated by the board of directors. The treasurer shall disburse the funds of the club as ordered by the board of directors and shall render to the president and the directors, upon request, an account of all his transactions as treasurer. The treasurer shall provide a statement of the financial condition of the club to the full members at the close of each fiscal year.

Section 7. The operations officer shall be responsible for overall daily flight operations. This shall include, but not limited to, scheduling service, lock-box maintenance and combination changes as required. In addition, the operations officer shall perform such duties as may from time to time be prescribed by the board of directors.

Section 8. The maintenance officer shall keep and maintain records of engine and airframe inspection schedules, instrument calibration schedules, or other maintenance related schedules for the various club aircraft. He shall notify the board of directors and the club aircraft owner(s) of any maintenance action, scheduled or unscheduled, requiring the purchase of materials or service. The maintenance officer shall report to the board of directors and members of the club each month as the airworthiness of each club aircraft.

Section 9. The safety and training officer shall conduct and/or set-up all ground school classes, safety seminars, flight training films, etc. to maintain members' flight proficiency and knowledge of current FARs. He shall provide for periodic flight checks as needed to determine member proficiency in operation of the club's aircraft. He shall coordinate a corps of flight instructors sufficient to meet the needs of the club.

## ARTICLE VI - DIRECTORS

Section 1. The board of directors shall consist of seven duly elected full members of active status.

Section 2. The duties of the board shall be to establish policy and provide guidance and direction toward the furtherance of the club and act on all matters of policy; to determine fees, charges, and assessments not otherwise provided for; to act in a judicial capacity on all intra-club disputes and regulation violations; to direct investigations when deemed necessary; to protect the club's interest and safeguard its welfare; and to arrange for an audit of the club's financial records at the end of each fiscal year.

Section 3. The board of directors shall meet at least quarterly or at the call of the president, or a call of any three directors, providing timely notification is given to all board members.

Section 4. A quorum for the transaction of business shall consist of a majority of the board, wither in person or by

proxy. A vote of a majority of the directors present in person, or by proxy, shall be necessary for the adoption of any matter, except as otherwise provided in these bylaws.

#### ARTICLE VII - ELECTIONS, VACANCIES, AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1. The directors of the club shall serve for a term of two years or until a successor is installed. Any director may be reelected to succeed himself.

Section 2. The terms of directors shall be staggered so that in one year four director positions are elected. In the following year, the three remaining director positions are elected.

Section 3. At a regular meeting of the club at least five weeks prior to the annual meeting, the president shall appoint a nominating committee. This committee shall consist of at least three full voting members of the club. The duties of the committee shall be to form a list of nominations, with consent of the nominated, for the election of directors. The list of nominations shall include at least as many nominees as are director positions being filled.

Section 3.1 At a regular meeting of the club at least three weeks prior to the annual meeting, the nominating committee shall present to the members present, a list of the nominees. At that time, the nominating committee shall accept nominations from the floor of the meeting.

Section 3.2 If, at the conclusion of floor nominations, the total number of nominees equals the number of director positions being filled, the nominees shall be declared elected.

Section 4. The nominating committee shall prepare a written ballot of nominees and mail said ballot, not less than fifteen days prior to the annual meeting, to every full member of active status of record at the last regular meeting of the club.

Section 4.1 The election shall be valid only when the number of ballots received at the club's mailing address or in person at the annual meeting, exceeds fifty percent of the eligible full members of the club.

Section 4.2 The chairman of the nominating committee shall tally the votes and rank the nominees according to the number of votes received. The nominee receiving the most votes will fill a director position. The nominee receiving the second most votes will fill the second director position and so on until the total number of director positions being elected has been filled. The chairman shall announce the results at the annual meeting. In the event of a tie for the last director position, the chairman of the nominating committee shall designate a run-off election to follow, in accordance with the procedures of this Article, except the votes for the second election shall be collected and tallied at the next regular membership meeting. Only the nominees tying shall be included on the second ballot.

Section 5. The term of office of the elected candidates shall commence on the day following the annual meeting.

Section 6. Any vacancy created by the death, resignation, or inability of any director to serve shall be filled by special election from a list of nominees prepared by the board and presented to the membership at the next regular or special membership meeting, in accordance with the procedures of this Article, except that the election shall occur and the position filled within sixty days of the vacancy. Any vacancy, created by any reason, of any officer shall be filled by vote of the board of directors.

Section 7. Any director may be removed from office, with stated cause, if two-thirds of the full voting members vote for removal or upon unanimous consent of the six remaining directors. Any officer may be removed, with stated cause, by vote of the board of directors.

#### ARTICLE VIII - GENERAL FINANCE AND LIABILITY

Section 1. Adequate and proper personal and property liability insurance shall be carried at all time by the club to protect the membership from liability. No expense or obligation whatsoever shall be incurred by the club except as incurred and set forth within the articles of incorporation or other regulations. The club shall not be responsible for any accident, incident, injury or death of a member or any passenger while operating or riding in any aircraft owned

or operated by the club.

Section 2. The board of directors may, upon majority vote, indemnify any officer or director, or former officer or director, for expenses, costs, attorney's fees actually and necessarily incurred by that officer or director in connection with any claim asserted against him, in court or otherwise, because of his having been, or being such officer or director, except where such expenses, costs, or attorney's fees are proven to have been incurred through that officer's or director's own negligence or misconduct.

Section 3. All club property purchased by the club shall be owned by the club, subject to liens thereto, if any.

Section 4. In the event of any accident, incident, or damage to any equipment owned or operated by the club, except where provided for elsewhere in the club regulations, the member at fault shall be responsible for any portion of the costs not covered by the club insurance.

Section 5. The fiscal year of the club shall be July 1 through June 30.

Section 6. The billing period closes on the last day of the month. Billing shall be made within ten days of the closing of the books each month. Payment of club bills is due immediately upon receipt. Balances unpaid thirty days after the billing period shall be subject to a penalty on the unpaid balance, and shall be cumulative for each month of lapse thereafter. Returned checks shall have an assessment determined by the board added to the bill.

Section 7. Any account delinquent more than thirty days shall automatically place the member in suspended status.

Section 8. The books of account shall at all times be open to inspection by any director, officer, or full member of the club.

Section 9. All expenditure authorizations, requests for checks and expense statements shall be signed by the treasurer or, in his absence, by an appointee of the treasurer who shall have been approved by the board.

#### ARTICLE IX - DUES, FEES, AND ASSESSMENTS

Section 1. Each full member of active or suspended status shall be assessed monthly dues, the amount to be established by the board of directors. Members of inactive status shall be waived from the payment of dues.

Section 2. Each full member of active or suspended status sponsoring family members shall be assessed additional monthly dues, the amount to be established by the board of directors.

Section 3. Limited members shall be waived from the payment of dues.

Section 4. The board of directors may vote to waive the payment of dues of any officer or director.

Section 5. An initiation fee shall be required of each new full or limited member, the amount to be established by the board of directors.

Section 6. A deposit shall be required of each new full member, the amount to be established by the board of directors. The deposit shall be refundable, in accordance with the schedule below, upon termination according to the following conditions:

- A) All funds due the club by the member are paid in full and,
- B) Termination occurs after a minimum of six months of active membership or,
- C) Termination is due to member being transferred away from the area by his employer or,
- D) Termination is due to extenuating circumstances, in which case the board may vote to refund the

deposit.

The amount of the refunded deposit shall be the lesser of (1) the amount deposited, or (2) the amount deposited less any negative member equity as reported by the treasurer.

Section 7. The board of directors, in its discretion and subject to approval by a vote of the members, may levy special assessments as are reasonable and necessary to meet the current operating expenses of the club. The due date of such payments shall be as prescribed by the board of directors.

#### ARTICLE X - COMMITTEES

Section 1. In the event of an incident resulting in damage, destruction, or loss of club aircraft, engine or equipment for which liability may be assessed under the club's insurance carrier's policy, the president shall appoint an Incident Investigation Committee of three full members of the club, one of which shall be a club instructor. The committee shall investigate and report its findings of fact and recommendations to the board of directors.

#### ARTICLE XI - AMENDMENTS

Section 1. These bylaws may be adopted, amended, or repealed by a two-thirds majority of the full voting members of the club.

Section 2. These bylaws may be adopted, amended, or repealed by a six-of-seven vote of all board of directors, subject to the limitations of Section 3. Bylaws changed in accordance with this section shall be distributed to the voting membership within twenty days.

Section 3. The board of directors shall not amend these bylaws in conflict with the wishes of the voting members and may not take action to implement a contested bylaw change during the interval of such conflict.

## Job Description - Maintenance Officer

Periodically inspect all aircraft to ensure that: Aircraft appear to be in airworthy condition.

Required inspections are up to date.

Proper oil is available in the baggage compartment.

Ground any aircraft that appears to be in un-airworthy condition based on inspection.

Check the plane records for maintenance squawks not corrected. If any squawks exist:  
If necessary, ensure that the aircraft is grounded.

Notify the owner of the problem and determine what his plans are regarding repair.

Follow up to verify that the repairs are performed in a timely manner, and ensure that the aircraft is returned to service.

Inspections should take place approximately once per week:

Accept phone calls from members regarding maintenance problems, and proceed as for written maintenance squawks.