

CONSTITUTION OF THE FLYING 20 CLUB, INC.

ARTICLE I: Purpose, Incorporation, and Officers

- Section 1. The general purpose of the FLYING 20 CLUB, INC. shall be (1) to promote and encourage private flying for pleasure and recreation by purchasing or otherwise acquiring aircraft to be used by the members on a nonprofit cost basis, (2) to promote the general welfare of aviation by providing the members an opportunity to socialize with others who share an interest in flying, and (3) to promote safety in flying by encouraging members to improve their flying skills by means of individual instruction, group educational maintenance and safety programs, and by establishing Operating Rules that insure the safety of the members and the Club aircraft.
- Section 2. The FLYING 20 CLUB shall be incorporated under the Illinois State Corporation Laws, and shall be a limited membership, nonprofit corporation.
- Section 3. The Officers of the FLYING 20 CLUB shall be President, Vice-President, Secretary, Treasurer, up to one Maintenance Officer per aircraft and Safety Officer. The Officers shall constitute the governing board and may act for the membership in the management of routine Club affairs between meetings of the membership. Four Officers shall constitute a quorum of the governing board. In addition, each Officer shall have such responsibilities as are assigned herein, or in the implementation of the Operating Rules. When "Officers" is used in plural herein or in the Operating Rules, reference is to the Officers as the governing board as opposed to the unilateral action as an individual Officer. When an individual Officer is identified, unilateral action by that Officer is applied.
- Section 4. Electronic communication (e-mail, facsimile, etc.) is equivalent to U.S. Mail for all notification purposes mentioned in this Constitution and in the Operating Rules.

ARTICLE II: Membership

- Section 1. Membership shall be dependent upon the filing of a prescribed application form and any required supporting documents thereto, payment of the established membership fee, and payment of dues for one month in advance. All applicants for membership shall be referred to the Membership Committee, which shall investigate them according to the criteria set forth by the membership, such findings to be reported to the membership before a vote is taken. Applicants are to be considered in the order in which their completed membership applications and fees were received. No member shall be accepted into the Club without the membership being informed at least 3 calendar days before a regularly scheduled meeting. Acceptance by an affirmative vote of the majority of the members present at a regularly scheduled meeting is required for membership. The officers may extend interim approval between meetings of the Club, which will grant Club privileges to the applicant, but such interim membership must be affirmed or denied at the next regular meeting of the membership. If membership is denied, the interim member shall be returned his membership fee and proportional part of unearned monthly dues less any flying or related charges due the Club.
- Section 2. An unlimited number of the member's immediate family and household may be accepted as a family member upon application of the member. Required are: completion of the application and any supporting documents, payment of the family membership fee, or the added fee above individual membership as appropriate, and payment of family dues for one month in advance, or the added fee above individual membership, and approval by the majority of members present at a regular meeting of the Club. If a family membership is requested by an existing and approved individual member, approval by the majority of the Club Officers will suffice. The family member may be withdrawn from membership upon a duly made, seconded and approved motion of the majority of members present at a regular meeting of the Club. In that event, the

added fee and dues for family membership will be returned. Family membership fees shall be established in the Operating Rules and hourly aircraft charges shall be the same for the family member as for the individual member. The individual member is solely responsible for all liabilities incurred by the family members. If a family membership is deactivated, it may not be reinstated for a period of six months. If reactivated, the family membership must remain active for a minimum of six months unless the sponsor's membership is terminated sooner.

Section 3. All individual and family membership fees, monthly dues, and hourly flying fees for each type of aircraft shall be established in the Operating Rules. Membership fees may be based upon the type or types of aircraft for which flying privileges are desired.

Section 4. Continuing membership shall be dependent upon payment of monthly dues and flying charges. A member in default and the penalties thereof shall be defined in the Operating Rules.

Section 5. The number of individual and family members will be established by a majority of the membership at a regular scheduled meeting with a minimum of 10 days notice.

Section 6. Any three Officers and/or five members, after 10 days written notice to the member and membership of their intent and the reasons thereof, may present the name of a member for expulsion for any of the following reasons:

- a. Failure to fulfill financial obligations to the Club.
- b. Violation of any of the Operating Rules or provisions of the Constitution.
- c. Violations of any FAA Regulations even though the FAA does not file a violation.
- d. Careless or inept flying of aircraft

A two-thirds vote of the members present at a regularly scheduled meeting affirming expulsion shall terminate the membership. The member forfeits his/her capital investment in the Club.

Section 7. Each applicant and/or new member shall be furnished a copy of the Constitution and Operating Rules of the Club and shall sign an agreement that he has received and will abide by these governing documents.

Section 8. A member with no outstanding financial obligation to the FLYING 20 CLUB may resign from the FLYING 20 CLUB by submitting a written resignation to the Flying 20 Club mailing address or in person to an officer of the Club, to be effective immediately. The member forfeits his/her capital investment in the FLYING 20 CLUB and incurs no further obligation to the FLYING 20 CLUB.

ARTICLE III: Meetings

Section 1. The Club will hold a regularly scheduled meeting once each month. The purpose of meetings shall be to conduct normal business of the Club. Meetings may also be utilized for educational purposes for subjects such as flight safety, aircraft operation, instruction in and performance of routine maintenance activities by members, or personal discussion and exchange of views on flying subjects or the operation and maintenance of Club aircraft. Meetings may be formal or may be informally conducted as a part of social activities.

Section 2. Special meetings may be called by the President on his own initiative or upon written request of three Officers or five members. The President must notify all members by e-mail or regular U.S. Mail at least three days prior to the special meeting and state the purpose of the meeting. Each special meeting must be limited to the topics announced in the notice.

Section 3. A quorum shall constitute 10% of the membership, unless otherwise explicitly provided herein.

Section 4. Meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE IV: Duties of Club Officers

- Section 1. The President shall be present and preside at all meetings of the Club membership and meetings of Club Officers. He shall be responsible for the continuing supervision of the Club, appoint all Committees required by the Constitution and monitor their performance, as well as appoint and charge special Committees as the need-may arise. He shall perform such other duties as may be prescribed by the Constitution or such special task assignments as may be voted by the membership. The President shall be responsible for:
- a. Calling meetings of the Officers as members of the governing board when required to transact interim business between meetings of the membership, or at the request of one or more of the Officers.
 - b. Monitoring Club activities including the performance of the Officers and Committees and encouraging the timely and proper performance of their assigned tasks.
 - c. Investigating or causing the investigation of misuse of Club property, including aircraft incidents or accidents.
 - d. Remaining aware of general aviation problems at Capital Airport, informing the membership of such matters, and providing a positive avenue for their solution.
 - e. Causing an awareness of all members in the guidelines provided for in the Constitution, Operating Rules, and other regulations or safety practices, cooperating in such endeavors with the other officers.
 - f. Contacting each new member to assist in fostering a spirit of cooperation and safety as objectives of the Club.
 - g. Preparing a monthly informational letter to the members as may be desirable in fostering the interests and objectives of the Club.
- Section 2. The Vice-President shall act for the President in his absence and shall perform other such duties as may be prescribed in the Constitution or assigned by the President. The Vice-President, in addition, shall be responsible for:
- a. Assisting the President in monitoring and coordinating the overall activities of the Club as assigned by the President
 - b. Keeping informed on the status of Club activities so that continuity of Club management is insured in the absence of the President.
 - c. Serve as chairman of the Membership Committee.
- Section 3. The Secretary shall be charged with the keeping of all non-financial records of the Club, shall keep the minutes of meetings of the membership, and shall perform such other duties as may be prescribed by the Constitution or assigned by the President. The Secretary, in addition, shall be responsible for:
- a. Maintaining a roster of all current members.
 - b. Maintaining a roster of all-prospective members or applicants to and utilizing the list to fill vacancies, maintaining the appropriate priorities of those on the list.
 - c. Advising applicants when their membership applications are complete and they are cleared to fly Club aircraft. Insuring that they have a copy of the Constitution and any amendments, the Operating Rules, insurance requirements,

and any other information, which may be necessary or helpful for their proper use, and enjoyment of Club facilities.

- d. Ensuring that members are notified of changes in the Constitution or Operating Rules, or temporary policies approved by the Officers or membership.
- e. Filing Articles of Amendment to the Articles of Incorporation (Form NP-35) with the Secretary of State at the time the Constitution is amended.

Section 4. The Treasurer shall be charged with the responsibility for the receipt, custody, disbursement and management of all monetary assets of the Club, and shall be accountable to the membership for all monetary assets. The Treasurer shall perform such other duties as may be prescribed by the Constitution or assigned by the President the Treasurer, in addition, shall be responsible for:

- a. Collecting and replacing aircraft logbooks at the end of the last day of the month.
- b. Preparing monthly statements from aircraft logbook entries of members at the beginning of each month and mailing them to each member.
- c. Maintaining individual accounts for each member.
- d. Collecting mail at the Post office box.
- e. Preparing and making bank deposits from members' payments and/or any other Club revenue.
- f. Reconciling bank statements.
- g. Remitting payment of outstanding liabilities incurred by the Club, including timely payment of insurance.
- h. Preparing financial reports for the monthly Club meetings.
- i. Purchasing and maintaining a proper supply of Club stationery, statement forms and envelopes.
- j. Submitting at the beginning of each year to the State the following form: Annual Report, General Not-For-Profit Corporation Act, Illinois Form NP-63 or NP-79, for listing new Club Officers.
- k. Submitting to the State the following forms and State any of attendant fees: Illinois, Aircraft Registration.
- l. Submitting yearly to the Federal Government the following form: Federal Department of Transportation, Aircraft Registration Form OMB No. 04-ROWS, and AC Form 8050-73.
- m. Acting as Registered Agent for the Corporation and filing Form NP-11 with the Secretary of State upon assuming office.
- n. Obtaining insurance for the club aircraft and advising the membership of the coverage and any changes.
- o. Submitting at the beginning of each year to the Federal Government form: the following Tax, Form 990.
- p. Submitting yearly to the Federal Government the following form: Federal Use Tax Return on Civil Aircraft, Form 4638.
- q. Advising officers of action taken to suspend members in default.

Section 5. The Maintenance Officers shall be responsible for coordinating, monitoring and scheduling the inspection and maintenance of Club aircraft and shall perform such other duties as may be prescribed by the Constitution or assigned by the President The Maintenance officers shall, in addition, be responsible for:

- a. Coordinating the maintenance and scheduling of aircraft
- b. Monitoring the condition of Club aircraft and the quality of maintenance performed by members and outside vendors.
- c. Monitoring all aircraft for compliance with FAA directives and regulations.
- d. Participating in the activities of the Maintenance Committee, encouraging its active consideration and recommendations to the organization for conduct of maintenance activities, and monitoring the performance of those assigned maintenance responsibilities by the Committee or by the Officers or membership

as a result of Committee recommendations.

- Section 6. The Safety Officer shall be responsible for keeping the membership informed and up-to-date on matters related to flight safety, ground safety associated with the operation of aircraft, and compliance with FAA and local regulations. He shall, in addition, perform such other duties as may be prescribed by the Constitution or assigned by the President. The Safety Officer, in addition, shall be responsible for:
- a. Planning programs or written informational summaries for keeping the members informed all matters related to aircraft safety including FAR's, operation of aircraft (including seasonal problems), emergency procedures, ground handling and operation. Maintenance problems and procedures, weather, operation and characteristics of electronic equipment aboard Club aircraft, navigation aids, aircraft control procedures, local traffic regulations and problems, use of published aids to air navigation, observed or reported unsafe practices, or other matters pertaining to safety.
 - b. Monitoring, as feasible, the operation, inspection and maintenance performed by members to identify unsafe practices, as well as investigating reported unsafe practices for the purpose of evaluating them and alerting the members, proposing amendments in the Operating Rules, or such other action as may be appropriate.
 - c. Acting as liaison for the Club in matters of aircraft safety with the FAA, Springfield Airport Authority, the Illinois Division of Aeronautics, or other agencies, organizations or groups concerned with aircraft safety.
 - d. Coordinating the above activities with the advice and assistance of the Educational and Social Committee, the Maintenance Committee, Special Accident/Incident Investigation Committees, or other committees or Officers concerned.
 - e. Maintain proficiency certificates of members and monitoring compliance with Article III., Section 3, of the Operating Rules. Notifying members at least thirty days before the expiration of proficiency certificates on file, following-up to insure compliance, and advising the Officers of delinquencies for such disciplinary or other action by the Officers as may be appropriate, including the suspension of the right to fly Club aircraft unless the Officers establish guidelines for termination of flight privileges by delinquent members and delegate the Safety Officer authority to apply those guidelines.
 - f. Conducting orientation sessions for new members including, but not limited to, demonstrating ramp and hangar access, Club policies and procedures, aircraft fueling and cleaning procedures, and ascertaining that all new members have had a proficiency check.

ARTICLE V: Terms and Election of Club Officers

- Section 1. The Officers shall serve two-year terms.
- Section 2. A Nominating Committee will consider and submit one name for each office to be filled, both for the annual election, which shall occur at the regular December meeting, and for the filling of vacancies created by the voluntary resignation or involuntary removal of a Club Officer. This shall not preclude the offering of nomination for any office from the floor.
- Section 3. Terms of regularly elected Officers will begin on January 1 following the date of election, and will continue through December 31 of the following year. Officers elected to fill vacancies shall assume office upon election and shall serve for the remainder of the un-expired term.
- Section 4. A vote of the majority of the members at a regular meeting of the Club shall constitute the election of an Officer.

- Section 5. Any Officer may be removed from office for improper performance of the duties of his office. Any three Officers or any five members may present the delinquent Officer and the membership with a written statement of the cause for his proposed removal at least 10 days before a regular or special meeting of the Club. Such Officer shall be rendered vacant by a vote of two-thirds of the members present Any Officer may also be removed from membership as provided in Article II, Section 8 of the Operating Rules. If considered appropriate to protect the Club, the Officer may be suspended from the performance of his duties by a unanimous vote of the remaining officers. The suspended Officer will immediately surrender all records of the Club in his possession.
- Section 6. All Officers will complete all records for their terms of office, furnish all Club records and property to their successors, and aid in all ways to insure the continuity of their offices.

ARTICLE VI: Use and Operation of Aircraft

- Section 1. The use and operation of Club aircraft shall be governed by the Operating Rules.

ARTICLE VII: Maintenance of Aircraft

- Section 1. It is the policy of the Club that the inspection and repair of aircraft be carried out in a manner which insures their safe operation to the highest degree feasible, and consistent with the Operating Rules.

ARTICLE VIII: Operating Rules

- Section 1. The Operating Rules or any part thereof may be adopted, amended or deleted by the majority vote of members present at a regularly scheduled meeting. All members will be furnished a written copy of all proposed changes at least 10 days prior to the vote thereon.
- Section 2. Approved Operating Rules shall be effective upon adoption unless a specified subsequent effective date is included as a part of the Rule.

ARTICLE IX: Voting Privileges

- Section 1. All individual and family members, unless flying privileges have been suspended or their membership proposed for revocation, may vote on any matter at any regular or special meeting of the Club. Applicants who have not been formally advised by the Secretary of the acceptance of their membership may not vote.
- Section 2. Proxy votes will not be allowed.
- Section 3. An absentee ballot may be cast on all motions, including election of officers, that have been given at least a 10 day notice. It is strongly suggested that the vote be delivered in writing to the Club Secretary at least 24 hours before the beginning of the meeting at which the motion is to be voted on. It is the member's responsibility to ascertain that the vote was received by the Secretary.

ARTICLE X: Committees

- Section 1. The President, at his discretion, may appoint committees from time to time. Such committees shall consist of at least three members. The President shall designate one member as Chairman, unless the committee is instructed to elect its own. Committees shall serve until their designated

task is completed, or until dissolved by action of the President before that time. The following committees are representative of those envisioned under this Article, but the President is free to create and convene others as he sees fit for the benefit of the Club.

- a. Equipment Replacement Planning Committee. The purpose of this Committee is to: Evaluate the status of aircraft and component equipment, the utilization thereof by the membership, the needs and desires of the membership, and the availability of funds projected upon the basis of past experience, and to develop priority alternatives for the consideration of the membership in terms of electronic, emergency, ground support, and other equipment which will enhance the utilization of aircraft and safety of flight. Alternative priorities will be proposed for consideration of the membership and amendments in the plan proposed from time to time as considered appropriate.
- b. Maintenance Committee. The purpose of this Committee shall be to develop maintenance standards necessary to insure safe operation of Club aircraft to the fullest extent possible, to explore alternatives for delegating maintenance responsibilities and their assignment to its members or the other Officers or members of the Club. Develop alternatives for the accomplishment of aircraft engine and component maintenance, to assist the Maintenance Officers in monitoring the condition of the aircraft and the quality of maintenance, and to make appropriate proposals for consideration of the membership. The Maintenance Officers shall be the ex- Officers co-chairman of the Committee and other members appointed by the President will institute the membership of the Committee.
- c. Aircraft Utilization Committee. The purpose of this Committee shall be to monitor the use of the aircraft, to receive complaints of members about aircraft scheduling or availability, and to recommend policies or procedures, which will insure the most effect & utilization of aircraft and the fairest treatment of members. In terms of scope, the Committee may recommend limitations on the hour utilization by members, limitation on cross-country flights, clearance or approval procedures for extended flights, scheduling procedures, or any other policies or procedures that will further the Committee to the benefit of the membership.
- d. Nominating Committee. The purpose of the Nominating Committee shall be to recommend candidates for vacancies, which occur among the Officers during the calendar year, and to present at the November meeting a slate of candidates for offices. The slate will be considered the by: membership and voted upon at the regular meeting in December, together with any nominations from the floor. The Committee will consider the qualifications of proposed candidates for each office to be filled and will determine their willingness to serve before placing their name in nomination.
- e. Educational and Social Committee. The purpose of this Committee shall be to plan informational or educational programs related to flying and aircraft which may be inducted as part of regular meetings or at special social events planned by the Committee. The Safety Officer shall be an ex-officio member of this Committee.
- f. Finance Committee. The purpose of this Committee shall be to review the accounts and financial transactions for the calendar year, and to determine the adequacy of accounting for receipts, and disbursements. To examine supporting documents for expenditures, to determine the appropriateness of billings of members which may be done on a spot check basis, and to carry out such other examinations as its members may deem appropriate. The Committee will report its findings to the Treasurer and the membership together with any recommendations for improved accounting procedures or for further audit by an accounting firm if this action is considered to be in the best interest of the Club. The final report will be in writing and copies furnished to the outgoing Treasurer, the incoming Treasurer and to the Secretary for inclusion in the

- official records of the Club. The Committee shall be appointed in November and report at the January meeting of the following year.
- g. Accident/Incident Investigating Committee. The purpose of this Committee shall be to investigate a particular accident or incident. To attempt to determine the cause therefore, to coordinate and cooperate with any concurrent investigation being conducted by the FAA or state investigating agencies, and to recommend any corrective action in Club policies or procedures which may aid in avoiding the future reoccurrence of such an accident/incident. If pilot error, negligence, or gross negligence is determined by the Committee, the Committee will recommend any disciplinary measures and/or financial liability considered appropriate, which findings and recommendations may be made as a separate confidential report to the Officers for such action as they determine to be proper. Negligence is defined as the failure to use such care as a reasonably prudent and careful person would use under similar circumstances; violation of FAA regulations is negligence if the violation contributes to causing the damage. Gross negligence is defined as an act or omission of an aggravated character as distinguished from a mere failure to exercise ordinary care; it is marked by conduct that presents an unreasonably high degree of risk to others or their property and by a failure to exercise even the slightest care; it is sometimes associated with conscious and willful indifference to others or their property. Upon review of the confidential report submitted by the Accident/Incident Investigating Committee, the Officers may assess, at their discretion, financial liability for damage to Club aircraft as stated in Article III, Section 14 of the Operating Rules. No punitive assessments shall be made. Except for any confidential report, which may be issued as described above, the Committee shall make a written report, the content of which shall be furnished or made known to the membership and open to their inspection, the original of such furnished to the Secretary for filing in the official records of the Club. The Safety Officer shall be an ex-officio member and Chairman of the Committee unless, for a specific accident/incident, his presence on the Committee may be incompatible with the conduct of its business.
- h. Membership Committee. The purpose of this committee shall be to investigate applicants for membership, including verification of the information submitted on the prescribed application form, investigation of the applicant's credit and any other criteria designated by the membership, and verification of the applicant's references. The Membership Committee will report to the membership at a regular or special meeting of the Club, prior to a vote on the applicant. The committee shall investigate all applicants, and no preference shall be given to any applicant for any reason. The Chairman of the Membership Committee shall be the Vice President.

ARTICLE XI: Acquisition and Disposal of Aircraft Equipment

- Section 1. Equipment with a value that exceeds \$3,000 shall be purchased, leased or sold only after approval of the action by two-thirds of the members present at a regular or special meeting with 10 days advance notice of such action. A statement of the financial status and obligations of the Club, including all existing mortgages, and a statement analyzing the impact of such purchase, sale, trade or lease upon the financial status and cash flow of the Club shall be furnished to all members prior to voting on the issue.

ARTICLE XII: Dissolution of the Club

- Section 1. Dissolution of the Club may be accomplished by a vote of two-thirds of the members present at a regular or special meeting. All members will be furnished a written notice of the proposal to

dissolve the Club and reasons thereof at least 10 days prior to the vote thereof.

- Section 2. Upon a vote to dissolve the Club, the Officers will act jointly as the governing board to take all necessary actions unless the membership shall adopt a resolution establishing the person or persons to be charged with executing the dissolution. Those so authorized shall:
- a. Collect all accounts receivable.
 - b. Pay all just and proper debts.
 - c. Secure written sealed bids for the sale of aircraft for consideration and approval of the membership. Ten days written notification to the membership and approval of two-thirds of the members shall be required to authorize sale of the aircraft.
 - d. Dispose of aircraft and all club assets as authorized by the membership.
 - e. File any required reports and make appropriate disposition of the records of the Club.
 - f. Any remaining funds will be donated to other non-profit entities. Examples include, but are not limited to, the AOPA Air Safety Foundation and the Charlie Wells scholarships.
 - g. Provide each member with a final report of the action taken including the fiscal transactions taken to complete the dissolution.

ARTICLE XIII: Constitutional Amendment

- Section 1. The Constitution may be amended or replaced by approval of two-thirds of the members present at a regularly scheduled meeting of the Club. All members will be furnished a written copy of all proposed changes at least 10 days prior to the vote thereon.
- Section 2. Approved Constitutional Amendments shall be effective upon adoption unless a specified subsequent effective date is included as part of the Amendment.

ARTICLE XIV: Effective Date

This Amended Constitution will become effective 19 August 2019