

By Laws of the Rogue Valley Flying Club

Article 1—Membership

Applicant's name, e-mail, phone and address to be provided to the Officers of the club.

Current payment of dues ensures membership privileges.

Individuals desiring membership shall submit an application to the Board of Directors, along with appropriate fees and dues. All applications shall be reviewed by three members of the Board of Directors and be subject to their approval. All Board members except the inactive are eligible to vote.

A member may withdraw from the club upon notification to the Secretary in writing ten (10) days in advance of the effective date.

A member may be expelled from the Club at any time by a majority vote of the Board of Directors when, in the sole discretion of the Board, such expulsion is in the best interests of the Club. Written notice of the expulsion, together with the effective date, shall promptly be delivered to the member. If the member objects to his/her expulsion, he/she may petition the Board in writing setting out any information the member feels relevant to the Board's decision. Upon consideration of the petition, the Board shall vote to either uphold or modify their prior decision. If the prior decision is upheld, it will be considered final.

Flying Member

A person may become a Flying Member by the approved application by the Board of Directors, paying the initiation fee and the first month's dues. This entitles the member to rent the club aircraft, be reimbursed for non-local fuel purchases as allowed and participate in all club activities.

Associate Member

Associate Members have all rights and privileges of membership excepting the scheduling and operating as PIC of a club aircraft. Approved club instructors, as described within the club's Operations Policy and Procedures, may operate as PIC in club aircraft while instructing a flying member of the club. There will not be an

By Laws of the Rogue Valley Flying Club

initiation fee for this classification of membership. Monthly dues are required and are set by the Board of Directors.

Instructors

If approved by the Board as a club instructor, the CFI is authorized to act as PIC in club aircraft while instructing flying members or providing introductory flights.

Inactive Member

1. At the discretion of the Board of Directors, a member may be deemed inactive when dues or fees are unpaid for 60 days.
2. Any member found in violation of the Title 14 Code of Federal Aviation Regulations, or repeated violations of club bylaws or club Policies and Procedures shall be suspended until such matters are resolved. All flight privileges shall be suspended.
3. Members may voluntarily become inactive only after fulfilling all financial obligations. Inactive members have no flying, no voting and no scheduling privileges. Inactive Flying Members in good standing are entitled to rejoin the club one time without paying an initiation fee. Flying Members who become inactive more than once will be subject initiation fees.

Article 2—Meetings of Members

1. All meetings of the members, except as herein otherwise provided, shall be held at a place to be determined by the Board of Directors.
2. The annual meeting of the club shall be held at such time as determined by the Board of Directors.
3. Notice of the annual meetings of the members shall be given by electronic transmission or by written notice mailed to each member at his/her last known place of business or residence at least ten (10) days before such annual meeting.
4. Membership meetings may be held at such time and place as the Board of Directors may determine.
5. A quorum at any membership meeting shall be the members present.
6. The President, or in his or her absence, the Vice-President, or in the absence of the President and Vice President, a Chairperson elected by the

By Laws of the Rogue Valley Flying Club

members present shall call the meeting of the members to order and shall act as the presiding Officer thereof.

7. At the annual meeting of the members, the members shall elect by ballot a Board of Directors as constituted by these bylaws.
8. At every meeting of the members, each member shall have only one vote. Votes cast by mail will be accepted provided they are received by the Secretary at least 2 days prior to the meeting when the vote is to be taken.
9. A simple majority vote of the members present, or responding electronically, is necessary for the adoption of any resolution and for the election of a member to the Board of Directors.

Article 3— Board of Directors

The Board of Directors shall be made up of the duly elected club Officers: President, Vice-President, Secretary, Treasurer, and an odd number not fewer than three Members-at-Large. Club Officer positions shall not be combined and served by one person.

1. The powers, business and property of the club shall be exercised, conducted and controlled by Board of Directors.
2. Each Director shall be elected from the eligible membership of the club at the annual meeting and shall serve for a two year term.
3. In case of a Board vacancy, the remaining Directors shall fill such vacancy by appointment from the eligible club membership. If two or more vacancies occur at any one time, they shall be filled by a vote of the general membership at a meeting duly called for such purpose.
4. Notice and agenda of any and all meetings shall be transmitted by electronic transmission or by written notice mailed to each member at his last known place of business or residence.
5. A quorum of the Board of Directors shall consist of the majority of the serving Board of Directors.
6. A simple majority of those present at a Board meeting will be necessary to pass any resolution or authorize any act of the club. If a tie should occur

By Laws of the Rogue Valley Flying Club

- voting on a resolution, a re-vote shall be taken at a subsequent, regularly scheduled Board of Directors meeting.
7. Each member of the Board of Directors shall serve without any compensation or reward, except as otherwise provided in these bylaws.
 8. The Board of Directors shall cause to be kept a complete record of all its acts and proceedings and make such records available to all members in good standing.
 9. The Board of Directors may assign to any club member any duty or office which the Board deems appropriate and necessary to the conduct of the club and which is also accepted by any club member willing to carry out such duty or office.
 10. The Board of Directors may engage salaried personnel from outside the club membership to perform such services in behalf of the club as the Board deems appropriate and necessary.
 11. The Board of Directors will establish the amount of the initiation fee and monthly dues.
 12. The Board of Directors shall have the power and authority to 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.
 13. This corporation shall indemnify its Officers and Directors to the fullest extent allowed by Oregon law.
 14. A Board nominating committee will be used to identify and select candidates to serve on the Board of Directors as follows:
 - a) The committee shall consist of three club members, at least two of whom are either retiring or former Board members, not to include the current club President.
 - b) The committee shall meet in February (four months before the Annual Membership meeting) to initiate the selection process. At this initial meeting, the current club President will be invited to present and discuss what contributed to the Board's effectiveness during the last

By Laws of the Rogue Valley Flying Club

- year and what is needed in the year ahead. A chairperson will be selected from among the three committee members.
- c) Committee members will develop (or reuse) appropriate selection criteria.
 - d) Committee members shall identify, select and engage potential candidates to determine if the candidates are willing, able, qualified and committed to serve.
 - e) The pool of candidates must equal or exceed the number of Board positions scheduled to be filled.
 - f) The pool of candidates shall be announced during a membership meeting (typically one month) prior to the Annual Member meeting.
 - g) If Officer positions require filling, those candidates must specifically be identified for that position.
 - h) If a position cannot be filled through this process, defer to nominations from the floor at the Annual Meeting.

Article 4—Officers

President

1. The President shall be the Chief Executive Officer of the club and Chairman of the Board. The President shall preside at all meetings of the club and the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the club, and shall execute with the Secretary, in the name of the club, all membership applications, contracts and instruments other than checks which have been first approved by the Board of Directors.
2. The President shall be responsible to the Board of Directors for the operation of the club. He/she shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all members for each type of flight operation with the advice of the Safety and Maintenance Coordinators. He/she shall recommend for approval to the Board of

By Laws of the Rogue Valley Flying Club

Directors all operational rules of the club and shall report with recommendations all violation of such rules by any member of the club.

Vice-President

1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.
2. The Vice-President shall also perform such duties connected with the operation of the club as he/she may undertake at the suggestion of the President.

Secretary

1. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books or electronic media 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 Directors. The Secretary shall keep a current membership list showing the name of each member of the club, the bylaws, the club seal (if any), and such other records as the Board of Directors may direct. The Secretary shall execute with the President, in the name of the club, contracts and instruments which have been first approved by the Board of Directors. 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 Directors
2. The Secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board of Directors.

Treasurer

1. The Treasurer shall sign, in the name of the club, all checks for the expenditures authorized by the Board of Directors. He or she shall receive and deposit all funds of the club in the bank selected by the Board of Directors, from which funds shall be paid out only by check as herein provided. The Treasurer shall also account for all receipts, disbursements and balance on hand.

By Laws of the Rogue Valley Flying Club

2. The Treasurer will make available a monthly report of the financial status of the club to the Board of Directors and a quarterly report to every member in good standing.
3. The Treasurer will inform the President on the Fifteenth of each month if any members are delinquent and notify him/her when such delinquency plus any fines have been paid.
4. The Treasurer shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board of Directors.

Directors at Large

The Directors at Large shall represent the interests of the members.

Article 5—Vacancies

If any Office, other than that of President, becomes vacant for any reason, the Board of Directors shall appoint an interim successor until the next annual meeting. If the Office of President becomes vacant, the Vice-President shall act as interim President until a new President is appointed by the Board of Directors or in a regular term election, elected by the membership.

Article 6—Reporting Obligations, Review Committee

1. Club flying members and Club approved CFIs shall promptly report to the Board the occurrence of any of the following:
 - a. Any damage to a Club aircraft or other Club property.
 - b. Any accident involving a Club aircraft, or resulting in injury.
 - c. The filing of an FAA violation against the member.
 - d. The denial or revocation of the member's FAA Medical.
 - e. The filing of any complaint or violation against the member by the Rogue Valley Airport Authority.
2. Any such reports shall be investigated by the Board through the appointment of a Review Committee consisting of three or more members

By Laws of the Rogue Valley Flying Club

who were not involved in the matter. Club members who are involved shall cooperate fully with the Committee's review by providing oral and/or written statements as well as copies of any documents received from relevant authorities, together with other information the Committee may reasonably request.

3. The Review Committee shall take all steps necessary to ascertain the relevant facts, conditions and circumstances; shall arrive at conclusions regarding the probable cause and responsibility; and shall make its findings known to the Board of Directors, and to all involved members in the form of a written report.

Article 7—Hearings

1. The Board of Directors, upon receipt of the findings of the Review Committee, shall conduct a special meeting of the Board of Directors to determine the appropriate course of action. Members involved in the matter may attend the non-executive portion of the meeting. At that meeting, the Board of Directors shall approve by majority vote the appropriate action to be taken, which may include, among other things, temporary or permanent suspension of flying privileges, expulsion from the Club and/or assessment of financial responsibility or other remedy the Board of Directors shall determine. The decision of the Board of Directors shall be final.
2. The Board of Directors shall not impose financial responsibility on any one member in excess of the deductible in place for the club's property insurance policy for any one accident, unless the damage results from a violation which is not covered by insurance carried on the aircraft; then the party responsible for the damage shall be liable for the full amount.
3. All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within sixty (60) days of written notice.

By Laws of the Rogue Valley Flying Club

Article 8—Member Payments

1. Initiation Fees. A person duly elected to the club as provided for by these bylaws shall be deemed a member upon payment of an initial fee to be established by the Board of Directors.
2. Dues. Each member shall be assessed monthly dues to be established by the Board of Directors. Said dues are to be billed on the 5th day of the month for that month, and shall be payable via automatic default payment on the 5th day of the same month. Should such automatic payment not take place, all assessed dues will be due and payable on the (15th) day of each month. The monthly dues may be changed at the discretion of the Board of Directors.
3. Hourly Aircraft Rate. The hourly aircraft rates shall be determined by the Board of Directors. The Treasurer will verify each airplane's usage log and billing system invoices. Members will be billed upon Post Flight check out for hours flown for that session. Members will pay for hours billed for each session via the club's online billing and payment scheduling system.
4. Delinquency. Any member who has failed to pay the dues, hourly aircraft rate charges or any other sum owed the club within sixty (60) days after said sums shall be due, shall be considered a delinquent member. When a delinquent member fails to pay any sum owed to the club, or at the discretion of the Board of Directors, to make suitable arrangements with the Board for payment thereof within ninety (90) days of the due date, the member shall be considered as indicating an intention to withdraw from the club. Verification of member status will be pursued by the club Treasurer.

Article 9—Club Finances

1. No member may authorize expenditures or otherwise incur financial obligations in the name of the club except as expressly provided for in these bylaws or other regulations duly promulgated by the club membership.

By Laws of the Rogue Valley Flying Club

2. The Treasurer is authorized to expend club funds in payment for all normal fixed costs of the club and all operating costs not in excess of an amount to be established by the Board of Directors.

The Treasurer must obtain approval from the Board of Directors for all expenditures in excess of this amount.

3. The Maintenance Coordinator may authorize work on club aircraft in an amount to be established by the Board of Directors without seeking approval from the Board of Directors. The Maintenance Coordinator must consult with the Treasurer before authorizing any work to determine whether there are sufficient funds to pay for the work.
4. Individual members will be reimbursed for any personal expenditure not in excess of an amount to be established by the Board of Directors, when such expenditures are for club aircraft repairs or maintenance necessary to safely complete a trip back to the airport. The Individual member needing authorization for additional funding should contact the Treasurer.
5. No member, Officer, Director or any other individual shall obligate the club to any purchase, repair, and service or in any manner in an amount in excess of an amount to be established by the Board of Directors without the approval of a majority of the club members.

Article 10-Liability and Damage to Aircraft

1. Insurance: The club shall maintain insurance on all aircraft against damage to the hull from ground and flight damage, and liability insurance to protect the club and its members against liability, actions, suits for damages, or judgments of third persons. The Board of Directors shall determine the adequacy of all insurance coverage. The club assumes no responsibility to a member for the results of any act of omission while operating club aircraft except for the protection afforded by such policy or policies of insurance carried by the club.

By Laws of the Rogue Valley Flying Club

2. **Damage to Aircraft:** Damage to any club aircraft shall be promptly reported to the club President, the club Maintenance Coordinator or any other club Officer. Members are directly responsible for the safe operation of any club aircraft under their control. All club aircraft are to be operated in accordance with the applicable Federal Aviation Regulations and the operating limitations of the aircraft as set forth by the manufacturer and club Policies and Procedures. In the event of damage to a club aircraft, its engine or equipment, which damage is proximately caused by an act or omission of a club member, such member shall be liable for the damage sustained and may be assessed the uninsured, non-reimbursable cost of repair or replacement.
3. **Gross Negligence or Willful Damage:** If any member is found by the Accident Investigation Committee to have caused loss, damage, destruction, or injury to the club or its aircraft, engines, or equipment through gross negligence or willful violation of any regulation or rule of the Federal Government, any state or the club or while under the influence of drugs, alcohol or other substances, the member or the member's estate will be held liable for all such loss, damage, or destruction.

Article 11—Surplus and Earnings

The net earnings or surplus remaining after all operating costs, other expenses and calculated reserves have been paid or set aside shall remain in the club's treasury for the purpose of operating expense payments, for the purpose of reducing hourly aircraft rental rates, or for purchasing or leasing additional club equipment or aircraft as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their individual use. Reserves set aside for engine overhaul are to be used specifically for engine overhaul at the direction of the plane(s)' owner. Reserves set aside for plane upgrades can be disbursed at the club's discretion and with the consent of the plane(s)' owner(s).

Direct Public Support funds can be designated into restricted funds by the Board of Directors or may be designated all as unrestricted funds for use in future years

By Laws of the Rogue Valley Flying Club

no more than sixty (60) days after the end of the club's fiscal year and after reconciliation of the club's financial statements for such fiscal year.

Article 12 — Amendments

1. These bylaws may be repealed or amended or new bylaws adopted at any meeting of the members called for that purpose or any annual meeting of the members by a two-thirds majority vote of such members.

Article 13 — Dissolution

The club may be dissolved by a two-thirds (2/3) majority vote of the membership. Upon the dissolution or winding up of the Corporation, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to one or more nonprofit funds, associations, or corporations which are organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion.

By Laws of the Rogue Valley Flying Club

ROGUE VALLEY FLYING CLUB. Adopted by unanimous vote of a membership quorum and entered on the official records of the club on June 3, 2013, in Medford, Oregon.

Amended this 10th day of June, 2014, by a majority vote of the members present.

Amended this 16th day of April, 2015, by a majority vote of the members present.

Amended this 15th day of March, 2018, by a majority vote of the members present.

Amended this 16th day of December, 2020 by a majority electronic vote.

ATTEST:

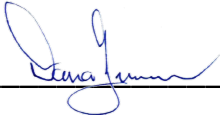


Robert Volpi (Dec 17, 2020 09:30 PST)

Dec 17, 2020

President: Bob Volpi

Date



12/17/2020

Secretary: Dana Greaves

Date

Return to:

Rogue Valley Flying Club
2040 Milligan Way, Medford, OR 97504






20201217 RVFC Official Bylaws - Final

Final Audit Report

2020-12-17

Created:	2020-12-17
By:	Dana Greaves (dana@vortx.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAsfyxpm4usPhomJbRBvuowxDuGpv303

"20201217 RVFC Official Bylaws - Final" History

-  Document created by Dana Greaves (dana@vortx.com)
2020-12-17 - 4:43:51 PM GMT- IP address: 66.241.67.66
-  Document emailed to Robert Volpi (ravx2x2@gmail.com) for signature
2020-12-17 - 4:44:24 PM GMT
-  Email viewed by Robert Volpi (ravx2x2@gmail.com)
2020-12-17 - 4:46:04 PM GMT- IP address: 131.150.105.169
-  Document e-signed by Robert Volpi (ravx2x2@gmail.com)
Signature Date: 2020-12-17 - 5:30:41 PM GMT - Time Source: server- IP address: 131.150.105.169
-  Agreement completed.
2020-12-17 - 5:30:41 PM GMT