

# BYLAWS OF SPIRIT OF MERIDEN FLIGHT CLUB, INC.

[Revision 1.0, May 14, 2019]

## ARTICLE I. GENERAL

**Section 1.** The following paragraphs contain provisions for the regulation and management of Spirit of Meriden Flight Club, Inc. (the “Club”), a Connecticut nonprofit, non-stock corporation.

**Section 2.** If there is a conflict between a provision of these bylaws and a mandatory provision of the Articles of Incorporation of the corporation, or a mandatory provision of the laws of the State of Connecticut, the mandatory provision(s) of the laws of the State of Connecticut or of the Articles of Incorporation of this corporation shall control.

**Section 3. Purposes.** Spirit of Meriden Flight Club, Inc. is organized as a social, educational and recreational club to promote non commercial aviation, recreation and related social purposes. No part of the net earnings of these activities shall inure to the benefit of any private individual or member. This corporation shall not engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(7) of the of the Internal Revenue code or the corresponding section of any future federal tax code.

## ARTICLE II. OFFICES

**Section 1.** The principal office of the corporation shall be located in the State of Connecticut. The corporation may have such other offices, either within or outside the State of Connecticut, as the Board of Directors may require from time to time.

**Section 2.** The registered office of the corporation required by the laws of the State of Connecticut, to be maintained in the State of Connecticut may be, but need not be identical with the principal office in the State of Connecticut and the address of the registered office may be changed from time to time by the Board of Directors.

## ARTICLE III. MEMBERS

**Section 1.** The corporation shall have members. The total number of initial members shall be 10. The initial number of memberships may be increased by a majority vote of the membership present at a regular or special meeting. The total number of Club members will be limited based on appropriate insurance and financial considerations as determined by a majority of the members from time to time.

**Section 2.** - An application for membership shall be considered and voted on by the members present at a regular meeting. Applicants for membership must hold, at a minimum; a student pilot certificate, a private pilot or sport pilot certificate and a current third class medical certificate or current and valid Basic Medical authorization to aviate.

**Section 3.** - No membership shall be transferred, sold, pledged or assigned. Other than to another member or to the Club to hold for reissuance in the future without the express written consent of a majority of the members.

**Section 4.** – Terminated members and outgoing members shall remain responsible and liable for their pro rata share of any and all Club obligations (including but not limited to monthly dues) until a replacement member assumes their membership.

#### **ARTICLE IV. AMENDMENT OF BYLAWS**

**Section 1.** The power to alter, amend, or repeal the bylaws or adopt new bylaws is vested in the members. The bylaws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

**Section 2.** These bylaws may be amended at any time by a majority vote of the members present at a duly noticed or called regular or special meeting of the membership, provided that at least five (5) days prior written or electronic (e-mail) notice has been given, including the language proposed to be changed, added or deleted in accordance with the notice requirements of these bylaws.

#### **ARTICLE V. MANAGEMENT and OPERATION**

**Section 1. General Powers.** The affairs of the corporation shall be managed by its officers and members.

**Section 2. Regular Meetings.** Members shall meet at a minimum monthly for transacting business and/or social purposes.

**Section 3. Operating Rules.** The club shall have Operating Rules that will define, at a minimum; (a) membership dues, fees and other financial obligations, (b) reservations and scheduling procedures, (c) allowed and prohibited operations, (d) new member acceptance and checkout procedures, (e) enforcement procedures. The Operating Rules may be changed as needed by a majority vote of the members.

#### **ARTICLE VI. OFFICERS**

**Section 1. General.** The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person. The officers of the corporation shall be natural persons of the age of eighteen (18) years or older. In all cases where the duties of any officer are not described by the bylaws, such officer shall follow the direction of the president.

Additional officer positions, including but not limited, to Safety Officer, Maintenance Officer and Scheduling Officer may be created upon an affirmative vote of a majority of the members at a regular meeting. Individuals appointed to, and the terms and duties of such officer positions, shall be as established and amended by an affirmative vote of a majority of the members as necessary and from

time to time. These bylaws shall be amended as necessary to reflect the addition or deletion of additional officer positions.

**Section 4. Vacancies.** A vacancy in any office, however occurring, may be filled by the members for the unexpired portion of the term.

**Section 5. President.** The president shall be the principal executive officer of the corporation and shall generally supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the members, and may sign, with the Secretary or any other proper officer of the corporation authorized by the members all documents which the members have authorized to be executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the members from time to time.

**Section 6. Vice-President.** The vice-president shall assist the president and shall perform such duties as may be assigned by the president or by the members. In the absence of the president or in the event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president.

**Section 7. Secretary.** The secretary shall: (a) keep minutes of the proceedings of the members in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the members.

**Section 8. Treasurer.** The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds and other personal property of the corporation. The treasurer shall receive and give receipts for monies due and payable to the corporation, deposit all such monies in the name of the corporation in such depositories selected by the corporation, and shall pay out of the funds on hand all bills and other just debts of the corporation.

The treasurer shall perform all other duties incident to the office of Treasurer and shall make such reports to it as may be required at any time or as required by law. The treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the members or the president.

The treasurer shall also be the principal accounting officer of the corporation, and shall maintain the methods and systems of accounting to be followed, keep correct and complete books and records of account, and prepare and file all local, state, and federal tax returns.

**ARTICLE VII.**  
**FIDUCIARY MATTERS**

**Section 1. Indemnification.**

- (a) Scope of Indemnification. The corporation shall indemnify each officer of the corporation to the fullest extent permissible under the laws of the State of Connecticut, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section. The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent permissible under the laws of the State of Connecticut.

**Section 2. General Standards of Conduct for Officers.**

- (b) Discharge of Duties. Each officer shall discharge their duties (i) in good faith; (ii) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner reasonably believed to be in the best interests of the corporation.
- (c) Reliance on Information, Reports, Etc. In discharging duties, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more members of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the officer reasonably believes are within such person's professional or expert competence.
- (d) Liability to Corporation or Its Members. An officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as an officer, as the case may be, if, in connection with such action or omission, the officer performed the duties of the position in compliance with this Section.

**Section 3. Conflicts of Interest.**

- (a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the corporation, and specifically includes, without limitation, officers and members of the corporation. A "party related to a responsible person" includes his or her extended family (including spouse, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the corporation" includes any interest in any contract, transaction or other financial relationship with the corporation, and any interest in an entity whose best interests may be impaired by the best interests of the corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the corporation, an entity in which the corporation has

- any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the corporation.
- (b) Disclosure. If a responsible person is aware that the corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the corporation of the interest or position of such person or any part related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of the corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.
- (c) Approval of Conflicting Interest Transactions. The corporation may enter into a conflicting interest transaction provided the material facts as to the responsible person's relationship or interest as to the conflicting interest transaction are disclosed to the members.

#### **ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The officers may authorize the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s), agent(s) of the corporation in such manner as shall from time to time be determined by resolution of the officers. No such instrument shall be issued or presented for payment by the corporation in an amount greater than one thousand dollars (\$1000) unless it bears the signature of at least one officer and one other member.

**Section 3. Expenditures.** All unbudgeted expenditures in an amount greater than one thousand dollars (\$1000) shall be approved by the members prior to payment.

**Section 4. Deposits.** All funds of the corporation shall be deposited solely to the credit of the corporation in such banks, trust companies or other depositories as the members may select.

#### **ARTICLE X. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

**Section 1. Distribution of Assets Upon Dissolution of the Corporation.** Upon dissolution of the corporation, any remaining assets shall be distributed in the following order: (i) to pay the debts of the corporation, including interest as necessary; (ii) to Experimental Aircraft Association Chapter 27 pursuant to the laws of the State of Connecticut and the appropriate sections of the Internal Revenue Code or the corresponding section of any future federal tax code.

Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the principal office of the corporation is then located, exclusively for such purposes or o such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

**CERTIFICATE OF BYLAWS**

I hereby certify that the foregoing Bylaws, were adopted by the members on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Print Name of Secretary