

COASTAL SOARING ASSOCIATION, INC.
BYLAWS
Revised 09/17/10

Article I: Name and Principal Officer

Section 1

The name of the Corporation shall be Coastal Soaring Association, Inc.

Section 2

The Principal Office of the Corporation shall be in Escambia County, in the State of Florida, at the residence of the President of the Corporation.

Article II: Purpose

The purpose of the Corporation shall be to promote and foster the sport of soaring, both locally and nationally, for the members through training in and operation of sailplanes, and to provide such on a not-for-profit basis.

Article III: Affiliation

The Corporation shall require its members to become members of the Soaring Society of America, Inc. (SSA), for the purpose of participation in the FAI badge program, record verification, and national promotion of the sport of soaring.

Article IV: Membership

Section 1

Membership in the Corporation shall consist of six classes: Active, Associate, Student, Instructor, Inactive, and Special. New members may be admitted to the Corporation upon approval by the Board of Directors.

a. ACTIVE Member

ACTIVE Members have voting privileges, shall pay the standard rental rate for use of Association sailplanes, and shall pay the standard monthly dues amount plus the yearly Soaring Society of America (SSA) membership fee.

b. ASSOCIATE Member

ASSOCIATE Members are those who rarely or do not fly Association sailplanes, either because they own personal sailplanes or simply have an interest in soaring and wish to be a part of the Association. ASSOCIATE Members have voting privileges, shall pay 150% of the standard rental rate for the use of Association sailplanes, and shall pay fiscal yearly dues plus the yearly SSA membership fee.

c. STUDENT Member

STUDENT Members are those who attend school full time and are under the age of 22 years. STUDENT Members have voting privileges, shall pay the standard rental rate for the use of Association sailplanes, and shall pay 50% of the

standard monthly dues amount plus the yearly SSA membership fee.

d. INSTRUCTOR Member

INSTRUCTOR Members are Certified Flight Instructor – Glider (CFIGs) who are instructing and approved by the Board of Directors. INSTRUCTOR Members have voting privileges and shall pay the ASSOCIATE Member fiscal yearly dues amount plus the yearly SSA membership fee. INSTRUCTOR Members have ACTIVE Member benefits.

e. INACTIVE Member

INACTIVE Members are of three types:

- 1) Members who have requested to be temporarily removed from ACTIVE Membership status,
- 2) formerly ACTIVE Members who have become delinquent in payment of Membership Dues, and
- 3) active-duty military personnel on extended deployment who are declared INACTIVE and incur no penalty for resuming ACTIVE status upon return. INACTIVE Members have no voting privileges until reinstated as ACTIVE members.

f. SPECIAL Member

SPECIAL Members have privileges and obligations as deemed appropriate, on a case-by-case basis, by the Board of Directors.

Section 2

Corporation Members shall be entitled to participate in Corporation activities and utilize Corporation equipment subject to the rules provided in the Corporation Bylaws and Standard Operating Procedures (SOP). Member status for a minor child shall require authorization and consent of his/her parent or guardian.

Section 3

Any Member in any status may withdraw from the Corporation thirty (30) days after notification to and approval by the Board of Directors.

Article V: Membership Dues and Fees

Section 1

New members shall pay a non-refundable Initiation Fee according to Membership type:

- | | |
|----------------------|-------|
| a. ACTIVE Members | \$250 |
| b. ASSOCIATE Members | \$125 |

- c. STUDENT Members \$125

Section 2

Monthly Dues are

- a. DUE on the first day of the current/first month,
- b. LATE on the first day of the second month, and
- c. DELINQUENT on the first day of the third month.

Section 3

ASSOCIATE-Member Dues are \$100/year, plus the yearly SSA membership fee, to be paid in advance.

Section 4

Members with DELINQUENT dues automatically become INACTIVE. They may petition the Board of Directors for reinstatement to ACTIVE Membership upon payment of all back dues and fees.

Article VI. ACTIVE Membership Cap

Section 1

The number of ACTIVE Members may be limited by the Board of Directors.

Section 2

INACTIVE Members and membership prospects may become ACTIVE Members by paying all applicable fees to a member of the Board of Directors who, before reinstating or instating a Member, shall first verify with the Secretary that the number of ACTIVE Members is less than the cap.

Section 3

If the ACTIVE Membership is full, the Secretary shall maintain a list of persons seeking ACTIVE Membership and shall enlist those persons, as capacity becomes available, in the order in which they requested ACTIVE Membership.

Article VII: Meetings

Section 1 Annual Meeting of the Members

- a. The Annual Meeting of the Members shall be held during the month of September at a time and place determined by the Board of Directors.
- b. The Annual Meeting of the Members shall be for the purpose of

disseminating the Annual Reports of the Corporation Officers, election of the Board of Directors, establishing dues, operational fees, and other compulsory charges, and other necessary business germane to the operation of the Corporation.

c. Notification of the Annual Meeting of the Members, to all Members in any Status, shall be sent via email at least fifteen (15) days prior to the meeting. The notification shall include, but not be limited to, the time, place, and agenda for the Annual Meeting.

Section 2 Special Meeting of the Members

a. A Special Meeting of the Members may be called at the discretion of the President, a majority of the Board of Directors, or a written petition of at least one quarter of the Active Members.

b. A Special Meeting of the Members or the Annual Meeting is required to discuss and approve any major changes to the Corporation Bylaws.

c. Notification of the Special Meeting of the Members, to all Members in any Status, shall be sent via email at least five (5) days prior to the meeting. The notification shall include, but not be limited to, the time, place, and agenda for the Special Meeting of the Members.

Section 3 Quorum

The presence of two (2) Officers and two (2) Active Members constitutes a quorum at any Annual or Special Meeting of the Members.

Section 4 Voting

All except Inactive Members are entitled to one (1) vote. Special Members may have voting privileges as determined by the Board of Directors. A majority vote of the Active Members present is considered controlling, unless previously specified by the Board of Directors.

Article VIII: Board of Directors

Section 1 Composition

The Board of Directors shall be comprised of the four (4) Executive Officers of the Corporation and the immediate Past President.

Section 2 Duties and Powers

a. The governance of the Corporation shall be vested in the Board of Directors. They shall have the authority to make all necessary contracts, obtain funds through mortgage, bond, or deed of trust to the property of the Corporation; to pay and discharge all debts; and to do all matters and things necessary or

incident to the furtherance of the Purpose of the Corporation. They shall have in their control all of the Corporation's assets. They shall have the authority to levy assessments on the Members, as required to meet the needs of the Corporation.

- b. Any assessment recommended by the Board of Directors shall be approved by a majority vote of the Active Members at a Special Meeting or the Annual Meeting of the Members.
- c. Any decision of the Board of Directors may be repealed by a three-quarters majority of all Active Members.

Section 3 Meetings of the Board of Directors

- a. Regular Meetings of the Board of Directors shall be held at a time, place, and means as determined by the President.
- b. Special Meetings of the Board of Directors shall be called as necessary by the President or by two (2) other Officers.
- c. Notification of any Meeting of the Board of Directors, to all Members in any status, shall be sent via email as early as possible prior to the meeting. The notification shall include, but not be limited to, the time, place, and agenda for the Meeting.
- d. Three (3) Officers shall constitute a quorum of the Board of Directors at all Meetings. The affirmative vote of at least two (2) Officers shall be necessary to pass any resolution or authorize any action by or for the Corporation.

Section 4 Vacancies

Any vacancies on the Board of Directors occurring for any reason shall be filled for the unexpired portion of the term by a majority vote of the remaining Board of Directors. In the event of two (2) or more vacancies on the Board of Directors, they shall be filled by a majority vote of the Active Members at a Special Meeting or the Annual Meeting of the Members.

Section 5 Standing Rules

- a. Each member of the Board of Directors shall serve without compensation or reward, except as provided by the Bylaws.
- b. No member of the Board of Directors shall be financially interested, either directly or indirectly, in any transaction related to the operation of the Corporation. No member of the Board of Directors may benefit financially in any contract related to supplying equipment or furnishings to the

Corporation, unless specifically authorized by a two-thirds majority of all Active Members at a Special Meeting or the Annual Meeting of the Members.

- c. The Board of Directors shall cause to be kept a complete record of its acts and proceedings, and to present a full statement at the Annual Meeting of the Members, or as required at a Special Meeting of the Members, showing the condition of the affairs of the Corporation.

Article IX: Officers

Section 1

The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer.

Section 2

The Officers shall be elected by a majority of the Active Members at the Annual Meeting of the Members, or as required at a Special Meeting of the Members.

Section 3

The Officers shall hold office for the Fiscal Year following the Annual Meeting of the Members, or until their successors are elected and qualified.

Article X: President

Section 1

The President is the Chief Executive Officer of the Corporation.

Section 2

The President shall preside at all Member and Board of Directors Meetings.

Section 3

The President, with the approval of the Board of Directors, shall appoint all committees, and shall be an ex-officio member of all committees.

Section 4

The President shall sign and execute all contracts approved by the Board of Directors in the name of the Corporation; appoint and discharge agents and employees of the Corporation; delegate his duties as deemed necessary; and have general supervision over the management and operations of the Corporation.

Section 5

The President shall be the Chairman of the Flight Committee.

Article XI: Vice President

Section 1

The Vice President shall be vested with all the powers and perform all of the duties of the President in the absence or disability of the President.

Section 2

The Vice President shall perform such duties in connection with the operation of the Corporation as deemed necessary by the President.

Section 3

The Vice President shall be Chairman of the Maintenance Committee.

Article XII: Secretary**Section 1**

The Secretary shall perform all duties incident to his office subject to the control of the Board of Directors. He shall keep the minutes of all Members and Board of Directors meetings, and disseminate such to all Members. He shall attend to giving notification to all Members of any Members or Board of Directors Meeting. He shall maintain and distribute a membership roster of and to all Members of the Corporation. He shall maintain the Active Copy of the Bylaws, the SOP, and any other documents and records the Board of Directors deem necessary. The Secretary shall execute, with the President, all certificates of membership, contracts, and other instruments approved by the Board of Directors. In the absence or disability of the Treasurer, and under the direction of the President, the Secretary shall have signature authority for all checks and financial transactions deemed necessary by the Board of Directors.

Section 2

The Secretary shall perform such duties in connection with the operation of the Corporation as deemed necessary by the President.

Section 3

The Secretary shall oversee the Corporation's Website and Internet activities.

Article XIII: Treasurer**Section 1**

The Treasurer shall perform all duties incident to his office subject to the control of the Board of Directors. He shall execute, in the name of the Corporation, all financial transactions authorized by the Board of Directors. He shall receive and deposit all Corporation funds in the financial institution selected by the Board of Directors. He shall maintain a detailed record of all financial-related matters.

Section 2

The Treasurer shall perform such duties in connection with the operation of the Corporation as deemed necessary by the President.

Article XIV: Flight Committee

Section 1

The Flight Committee shall be the Board of Directors and anyone duly appointed by the Board of Directors. The President shall serve as the Chairman of the Flight Committee.

Section 2

The Flight Committee shall have responsibility for the Corporation SOP. The SOP will be reviewed on a yearly basis, approved by the Board of Directors, and presented to the Members at the Annual Meeting of the Members. The SOP shall be binding for all Members conducting operations with and in Corporation equipment. The SOP shall supplement, but may not supersede, any provision of the Federal Aviation Regulations.

Section 3

The Flight Committee shall have responsibility for providing standardized flight and ground instruction for all the Members. The Flight Committee shall solicit suggestions from all active INSTRUCTOR Members when preparing the Corporation standardized flight-instruction syllabus and request approval from the Board of Directors. The standardized flight syllabus shall be reviewed on a yearly basis.

Section 4

The Flight Committee Chairman shall supervise all operations. He has authority to ground Corporation equipment or Members when he determines that further operations may be detrimental to the Corporation's interests. He may restrict the operation of Corporation equipment to specific areas. He may restrict operations of Corporation equipment on specific flight plans or within specific flight regimes.

Section 5

When the Flight Committee Chairman grounds Corporation equipment and/or Members, he shall report his action to the Board of Directors. The Board will then determine an appropriate course of action with respect to the grounded equipment or Member, and report this action to the Members.

Article XV: Maintenance Committee

Section 1

The Vice President shall be Chairman of the Maintenance Committee.

Section 2

The Maintenance Committee shall appoint a minimum of two (2) Active Members to serve on the Maintenance Committee.

Section 3

The Maintenance Committee shall have responsibility in maintaining all Corporation equipment in an airworthy condition. The Maintenance Committee shall ensure that all periodic inspections, Airworthiness Directives, and other maintenance issues are completed in accordance with Federal Aviation Regulations and approved manuals.

Section 4

The Maintenance Committee Chairman shall be responsible for coordinating all maintenance-related activities, for supervising general preventive maintenance, and reporting all maintenance-related issues to the Flight Committee Chairman and the Board of Directors. The Maintenance Committee Chairman is authorized to initiate minor repairs that he believes will not incur an undo financial obligation on the Corporation. All major repairs must be approved by the Board of Directors.

Article XVI: Special Committees

Section 1

The President may form a Special Committee anytime he deems it in the furtherance of the interests of the Corporation.

Section 2

The Chairman of the Special Committee shall be appointed by the Board of Directors and shall report his committee's actions at specified times.

Article XVII: Suspension, Expulsion, and Removal from Office

An Officer or Member may be suspended for a specific time, expelled for cause, or removed from Office when the Board of Directors determines that the Officer or Member in question has violated any of these Bylaws, the Corporation SOP, Federal Aviation Regulations, or other rules of the Corporations; or for conduct prejudicial to the best interests of the Corporation. Such suspension, expulsion, or removal shall require a two-thirds majority vote of all Active Members at a Special Meeting of the Members. The Secretary shall, a minimum of fifteen (15) days prior to the Special Meeting of the Members, provide via email a statement of charges, supporting documentation and evidence, and notice of the time and place of the Special Meeting of the Members to the Officer or Member in question. The Officer or Member in question shall be provided the opportunity to present a defense, question witnesses, and provide documentation and evidence supporting his defense.

Article XVIII: Finances

Section 1

The Board of Directors shall establish a schedule of fees sufficient to meet the Corporation's obligations and maintain the value of the Corporation's assets.

Section 2

Any member who has failed to meet all or part of his financial obligation to the Corporation within sixty (60) days after the obligation is due shall be placed in the Inactive Member status and considered a Delinquent Member. The Delinquent Member shall be immediately suspended from all operations involving Corporation equipment or assets. The Delinquent Member shall be reinstated to Active Member status upon receipt of all unpaid obligations to the Corporation.

Section 3

The Corporation Fiscal Year shall be from September 1st through August 31st.

Section 4

Any net savings or surplus after all operational and other expenses have been paid shall remain in the Corporation treasury. The net savings or surplus shall not be distributed to the Active Members for individual use.

Section 5

The Corporation shall carry adequate hull insurance on all Corporation or leased equipment against ground and flight damage. The Corporation shall carry adequate liability insurance to protect the Corporation and its Members from litigation from other Members or third parties.

Section 6

Any operation of Corporation-owned or Corporation-leased aircraft shall be conducted at the risk of the Member who is Pilot-in-Command (PIC) of the aircraft assigned. The Member acting as PIC is solely responsible for any damages resulting from his operation of the aircraft that results in an accident or incident. The Member acting as PIC shall be liable for any uninsured, unreimbursed costs directly related to the accident or incident.

Article XIX: Amendments

Section 1

Amendments of these Bylaws may be made by a majority vote of the Active Members at the Annual Meeting of the Members or a Special Meeting of the Members.

Section 2

These Bylaws shall be reviewed on a yearly basis.

Article XX: Dissolution

Section 1

The Corporation may be dissolved by a two-thirds majority vote of the Active Members.

Section 2

Funds received from the liquidation of Corporation assets shall, after all Corporation obligations have been met, be dispensed as determined by a majority vote of the Active Members at the final meeting of the Members. The beneficiary shall be a non-profit fund, foundation, corporation, or entity which is organized and operated exclusively for scientific and/or educational purposes and which has established its tax-exempt status in accordance with the most recent federal tax laws.