



## **Bylaws of Puget Sound Soaring Association, Inc.**

### **Article I - Name and Principal Office**

1. The name of this corporation shall be the PUGET SOUND SOARINGASSOCIATION, INC.
2. The principal office of this corporation shall be at the residence of the Treasurer.

### **Article II - Purpose**

1. The purpose of the corporation shall be to provide flying facilities and equipment for its members on a non-profit basis and to encourage their training. . It shall also be the aim of this corporation to promote fellowship and commingling in gliding and soaring among its members and in the local community.

### **Article III - Membership**

1. Membership in the corporation shall consist of nine classes: Active (also referred to as 'Regular'), Family, Associate, Honorary, Instructor, Dues-Paying Instructor, Youth, Tow Pilot Only, and Temporary Tow.
2. New members may be admitted to the corporation upon the affirmative vote of 2/3 of the Active members or of 2/3 of the Board of Directors.  
With the exceptions that the Family Member shall neither vote nor hold office,
3. Active and Family Members shall be entitled to participate in all corporation activities and to utilize all corporation equipment, subject to such rules and regulations as provided in the Corporation Bylaws and Flight Rules. A person duly elected to the Corporation shall be deemed an Active Member upon purchase of a share of the Corporation and payment of an Initiation Fee. A person duly elected to the Corporation shall be deemed a Family member upon payment of an Initiation Fee of \$50.00. A family Member's dues shall be 1/2 that paid by an Active Member, and a Family Member must be (a) the spouse of an Active Member or (b) the dependent child of an Active Member under the age of 21 and living at home.
4. Associate and Honorary Members shall be entitled to participate in all Corporation activities excepting that they shall not hold office or vote. A person duly elected shall be deemed an Associate Member upon payment of such fees as determined by the Board of Directors.
5. A minor must have written consent of his or her parents or guardian to be elected to Active or Associate membership in the Corporation.
6. Active, Associate, and Family members may withdraw from the Corporation as follows:
  - a) Written notification of intention to withdraw to the Secretary-Treasurer.



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- b) Fulfillment of all obligations to the Corporation.
- Membership share may then be sold to anyone who has prior thereto been accepted to membership in the Corporation. A member is responsible for selling his or her membership, but the Corporation will normally aid the member in sale of his membership, or sell the membership to a candidate on a waiting list. The Corporation cannot guarantee repurchase of memberships.
7. The Instructor Member shall not purchase a share in the Corporation nor pay an initiation fee. He shall not pay dues, vote, nor hold office. The instructor membership allows instruction only and no private use of club ships. The Corporation will pay the Instructor Member's insurance and his SSA membership if the SSA membership is required. The selection of the Instructor Member shall be regulated and approved by the Board of Directors.
  8. The Dues-Paying Instructor Member shall be the same as the Instructor Member with the following exceptions: The Dues-paying Instructor Member shall pay monthly dues plus any club assessments such as the Tow Plane Difference (TPD) and has private use of the club ships.
  9. The Youth Member shall: (1) pay an initiation fee, (2) not purchase a share in the Corporation, (3) pay dues as fixed by the Board of Directors, (4) not vote or hold office, (5) be under the age of 21, (6) be entitled to participate in all corporation activities and to utilize all corporation equipment, subject to such rules and regulations as provided in the Corporation Bylaws and Flight Rules.
  10. The Tow Pilot-Only Member shall: (1) not pay an initiation fee; (2) not purchase a share in the Corporation; (3) not pay dues, vote, or hold office; (4) shall use club equipment only for piloting a tow plane for the purpose of towing gliders (including ferrying between airports, and check flights).
  11. The Temporary Tow Member shall: (1) not pay an initiation fee; (2) be assessed a one-time fee as fixed from time to time by The Board of Directors; (3) have a limited term of membership which expires no later than 2 months after being admitted to the Club; (4) be entitled to receive glider towing services using Club equipment; (5) not be entitled to any other privileges accorded to other Club members.

### Article IV - Meetings

1. One Annual Meeting of the members shall be held each year at a time and place to be determined by the Board of Directors. The annual meeting is for the purpose of receiving the annual reports of the Corporation Officers, Directors and Committees; for the election of Officers and Directors; for establishing dues, fees and other compulsory charges; and for such other business as may properly come before such meeting.



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- Notice of the Annual Meeting shall be sent by the Secretary-Treasurer to each member by mail not less than fifteen (15) days before the meeting. The notice shall set forth the time, place and agenda of such meeting. The meeting of Members at which time these Bylaws are adopted shall be the Annual Meeting for the first calendar year.
2. Monthly Business and Social Meetings shall be held as scheduled by the Board of Directors. The Board may change the date of any regular meeting provided members are notified one week in advance.
  3. Special Meetings may be called at the discretion of the President, or a majority of the Directors, or by written petition of at least one fourth (1/4) of the Active Members. It shall be the duty of the Secretary-Treasurer to call such meeting within ten (10) days after such demand. Notice of Special Meetings of Members, stating the time, and in general terms the purpose thereof, shall be given to each Member at least five (5) days before such meeting. No business other than specified in the notice of the meeting will be transacted at a Special Meeting of the Corporation. Should all Active Members be present at any meeting, any business may be transacted without any notice.
  4. Quorum. The presence in person or by proxy of one quarter (1/4) of the Active Members of the Corporation is necessary to constitute a quorum at each Annual, Monthly or Special Meeting - except that for any non aircraft-maintenance expenditure of \$200.00 or more, a quorum shall consist of one half (1/2) of the Active Members of the Corporation. A lesser number may adjourn to some future time not less than seven (7) days later.
  5. Each active member in good standing is entitled to one vote. Each active member in good standing may designate any other active member as proxy provided written authorization is filed with the Secretary-Treasurer. Such authorization shall be dated, in writing, and shall be valid for only one meeting. An Active Member may accumulate and vote not more than two (2) proxies at any one meeting. A majority vote of the members present or by proxy shall be controlling unless otherwise specified in these Bylaws.

### **Article V - Board of Directors**

1. The Board of Directors shall consist of seven members: President; Vice-President; Secretary, Treasurer; Operations and Safety Officer; Maintenance Officer; and Training Officer.



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2. The government of the Corporation shall be vested in the Board of Directors, who shall have the power to make all necessary contracts, to borrow money, to secure the same by mortgage, or deed of trust to the property of the Corporation, and as evidence of the indebtedness secured by such mortgage or deed of trust, to issue bonds therefore, to pay and discharge all debts, and to do all matters and things necessary or incident to, or in aid of, the carrying out of the aim and purpose of the Corporation; and they shall have the charge and control of all its property, and may levy assessments upon the Members in the manner and subject to such rules, regulations and restrictions provided in these Bylaws.

Any assessment recommended by the Board of Directors must be approved by a three-fourths (3/4) vote of the entire Active Membership before becoming effective. The vote on any assessment shall be by written ballot.

Any decision of the Board of Directors may be repealed by an affirmative vote of three-fourths (3/4) of the entire Active Membership.

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3. Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President. Four Directors shall constitute a quorum of the Board at any meeting, and the affirmative vote of at least four directors shall be necessary to pass any resolution or authorize any act of the Corporation.
4. Vacancies. Any vacancy in the Board of Directors occurring during the year due to death, resignation, removal or from any other cause, shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors. An exception to this rule shall be that in the event of three (3) or more vacancies in the Board of Directors occurring at any one time, they shall be filled by vote of the Active Members at a meeting duly called.
5. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these bylaws.

No officer or any member of the Board of Directors shall be interested either directly or indirectly in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing supplies or equipment thereto, unless specified exception is made by the affirmative vote of two thirds (2/3) of the Active Members.

The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings, and to present a full statement at the Monthly Meetings of the Members, showing in detail the condition of the affairs of the Corporation.

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6. Officers shall hold office for twelve months or until their successors are elected and qualified.



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### Article VI - Officers

1. **President.** The President is the chief executive officer of the Corporation. He shall preside at all membership meetings and at all meetings of the Board of Directors. He shall appoint all committees with the approval of the Board of Directors. He shall be an ex-officio member of all committees. He shall sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors; appoint and discharge agents and employees, or delegate this duty as he may elect, subject to approval of the Board of Directors; and he shall have general supervision over the management of all affairs of the Corporation.
2. **Vice President.** The Vice President shall be vested with all the powers of, and shall perform the duties of the President in case of absence or disability of the President. He shall also perform such duties in connection with the operation of the Corporation as he may undertake at the direction of the President.
3. **Secretary.** The Secretary shall perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors, including:
  - a. Keeping the minutes of all proceedings of the Members and of the Board of Directors in books provided for that purpose.
  - b. Attend to the giving and serving of notices of all meetings of the Members and of the Board of Directors.
  - c. Maintain a proper membership book showing the name of each Member of the Corporation, the book of Bylaws, the Corporation Seal, if any, and such other books, records, and papers as the Board of Directors may direct (this duty may be delegated to or shared with the Treasurer).
  - d. Shall execute with the President, in the name of the Corporation, all certificates of membership, contracts and instruments, which have first been approved by the Board of Directors.

The Secretary shall also perform such duties connected with the operation of the Corporation as he may undertake at the direction of the President.

4. **Treasurer.** The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors, including:
  - a. Executing in the name of the Corporation all checks for expenditures authorized by the Board of Directors.
  - b. Receiving and depositing all funds of the Corporation in the bank(s) selected by the Board of Directors, which funds shall be paid out only by checks as herein before provided.
  - c. Accounting for all receipts, disbursements and balance on hand.



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- The Treasurer, together with the President, shall prepare the annual budget and submit it to the Board of Directors for their approval. The Treasurer shall also perform such duties connected with the operation of the Corporation as he may undertake at the direction of the President.
5. **Operations and Safety Officer.** The Operations and Safety Officer shall have the responsibility of maintaining the Flight Rules for the Corporation as approved by the Board of Directors, which shall be binding on all members of the Corporation. The Flight Rules shall supplement but not supersede any FAA regulations.  
  
He shall also be responsible for scheduling tow pilots, flight instructors, and field managers for scheduled flight operations. He shall be responsible for administering records of club members to insure that they have appropriate licenses and are current to fly Corporation aircraft per FAA regulations and Corporation Flight Rules.
  6. **Maintenance Officer.** The Maintenance Officer shall have the duty of seeing that the Corporation equipment is properly maintained at all times, and that he maintenance practices conform with FAA regulations. He shall be responsible for coordinating and scheduling maintenance work, notifying the Operations and Safety Officer of the operational status of the equipment when necessary.
  7. **Training Officer.** The Training Officer shall design, organize and maintain a systematic flight training program and shall coordinate the activities of the Corporation's instructors.

### **Article VII - Removal**

1. A member may be removed from office, suspended for a period of time, or expelled for cause such as violation of any of these Bylaws, Flight Rules or other rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Such removal, suspension or expulsion shall require two third (2/3) vote of all the Active Members at a Special Meeting, provided that a statement of the charges and a notice of the time and place of the Special Meeting have been mailed to the Member at least fifteen (15) days before the Special Meeting, and that the Member will have an opportunity to present a defense at that meeting. Voting by mail or proxy shall not be permitted at such Special Meeting.

### **Article VIII - Finance**

1. The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Corporation's expenses and to maintain the value of the Corporation's assets.



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2. Any Member who has failed to pay his dues or any sum owed to the Corporation within thirty (30) days after said sum is due shall be placed on inactive status, shall be considered a delinquent Member and shall be suspended automatically from the operation of all Corporation equipment. When a delinquent Member fails to pay dues, or to pay any sum owed to the Corporation, or to make appropriate arrangements with the Board of Directors for the payment thereof, within sixty (60) days after the due date, the Member shall automatically be considered as indicating his intention to withdraw from Corporation membership.
3. The fiscal year shall extend from January first through December thirty-first for tax purposes.
4. Annually, between the end of the fiscal year and the Annual Meeting, all books and accounts shall be audited by a special auditing committee of two (2) appointed by the President with the advice and consent of the Directors. The Board of Directors, by a majority vote, may cause an independent audit to be made by an outside auditing firm at any time when, in their judgment, it is deemed advisable.
5. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Corporation treasury for the purchase of new equipment, for contingencies, or for the purpose of reducing hourly rates for flying, as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to Members for their individual use.
6. The Corporation shall carry adequate hull insurance on all Corporation aircraft as protection from ground and flight damage, and shall carry adequate liability insurance to protect the Corporation and its members against suit by third parties and another Member of the Corporation.
7. Each and every operation of any aircraft owned or operated by the Corporation shall be conducted at the risk of the Member under whose jurisdiction the aircraft is assigned, insofar as responsibility for damage resulting from operation of said aircraft is concerned; provided that in any one accident, loss or destruction of said aircraft, the Member operating the aircraft shall be assessed up to a maximum of sixty percent (60%) of the uninsured non-reimbursable cost of the accident. Any remaining costs shall be shared equally by other shareholders.

### Article IX - Amendments

1. Amendments of these Bylaws may be made by a two thirds (2/3) vote of the Active Members of this Corporation in good standing. Amendments may be acted upon at any meeting of the Members, or by mail ballot provided the substance of the proposed amendment shall have been stated in the Notice of the Meeting, and that each Member shall have at least one week's advanced notice of such proposed amendment.



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### **Article X - Dissolution**

1. The Corporation may be dissolved by affirmative vote of two thirds (2/3) of the Active Members.
2. Funds received from the sale of all Corporation assets at the time of dissolution shall, all obligations of the Corporation have been paid (including refunding of membership shares) be given to a worthy organization with similar purposes.