

HENNIKER FLYING CLUB, INC. BYLAWS

ARTICLE I PURPOSE

The objectives of the Henniker Flying Club, Inc., are to encourage interest in aviation, provide economical rates for members, bring the joy and benefits of flying to more people, and to encourage social relations among all people interested in aviation.

ARTICLE II MEETINGS

The annual meeting of the Corporation will be held at the regularly scheduled January meeting each year. Officers are elected at the annual meeting for the coming year. The regular meetings of the Corporation are held monthly on a day set by a majority vote of the members at a legally constituted meeting.

A “legally constituted meeting” requires a quorum. A quorum consists of a minimum of six active members in good standing, or one-third the active membership, whichever is greater, provided at least two members of the Executive Board are present. In case of a contested issue, the ruling of the President shall govern.

Special meetings may be held at any time upon the call of any officer of the club, provided that the officer notifies the membership of the date and time of the meeting, and provides a statement of the business to be transacted at the meeting. At least 24 hours notice shall be given of any special meeting so called. In case of an emergency, the President, or Vice-President if the President is not available, is authorized to act on behalf of the Corporation and shall be held harmless from any action taken provided he or she acts with ordinary care. Any such act or action shall be subject to ratification at the next regular meeting of the Corporation, or revocation should any officer convene a special meeting for the purpose.

ARTICLE III MEMBERSHIP

Membership in the Corporation is open to all persons who are at least 18 years of age, without regard to any other factors, provided that the applicant:

- A. Has submitted a completed application for membership.
- B. Has attended a regularly scheduled meeting.
- C. Has had his or her application reviewed and approved by the Safety and Membership Committees.
- D. Acknowledges that he or she has read, understands and agrees to abide by these By-Laws and the Rules of the Corporation.
- E. Has been accepted by a majority vote of the members present at a legally constituted meeting.
- F. Has purchased one share in the corporation at the then current price either in full or over time as described below.

The members of the Henniker Flying Club, Inc. are equity owners of the club's assets. New members may join the Corporation by paying the share price in full or over time as follows:

Down payment at time of acceptance calculated as
 $(\text{Share Price} / 60) * 12$

48 monthly payments commencing with the next month's billing calculated as
 $(\text{Share Price} / 60)$

A member paying over time may make a larger down payment, however the monthly payment will remain the same as if they paid the minimum with the number of remaining monthly payments reduced.

An Active Member is a member in good standing that enjoys all the rights and privileges of the Corporation.

An Inactive Member is a member who resigns as an Active Member, but by virtue of leaving his or her share in the Corporation, continues to be an owner of the Corporation. An Inactive Member does not otherwise enjoy the rights and privileges of the club and is not assessed monthly dues. To be returned to active status, an Inactive Member must be voted in at a meeting and must pay the difference between the current share price and the share price in effect at the time of resignation. An Inactive Member returning to active status must wait for a vacancy in the Corporation, but will have priority over new members.

A Delinquent Member is a member who has lost all rights and privileges resulting

from failure to pay any club assessments, dues or monthly billings for more than 60 days.

A Life Member is a member in good standing that enjoys all the rights and privileges of the club. Life Member status is granted to an Active Member who the Corporation wishes to honor because of his or her length of service or contribution to the Corporation. Life members shall not pay dues or assessments, but shall pay the normal hourly rate for aircraft. Should a Life Member choose to resign, they will be treated as an Active Member in good standing. .

FAMILY MEMBERSHIP

Any spouse or child (including stepchildren or foster children) of an Active Member may be sponsored for family membership at no additional share assessment. The Family Member may, while under the instruction of a CFI, use the Club designated trainer aircraft for primary flight training. Except for having access to a training aircraft, a Family Member has no rights within the Corporation and is not an Active Member of the Corporation. All other rules and regulations of the Corporation otherwise apply to Family Members.

Having obtained a private pilot license, the family membership ceases upon return to home base. Monthly dues for Family Members shall be established by the Corporation. Aircraft time shall be billed at the rate at the current rate and shall be billed to the sponsoring Active Member.

ARTICLE IV EQUITY VALUE & SHARE PRICE

Equity Value is defined as the dollar value of the Corporate assets less the corporate liabilities divided by the current number of Active Members. The equity value will be computed by the Executive Board when required, such as when making application for a loan or in preparation for the disposal of assets.

Share Price is defined as the dollar amount to purchase one equal ownership of the Corporation. The share price will be established by the Membership and will generally reflect investment over time. Although every effort will be made to keep this price constant, it may be changed by a majority vote of the Membership to reflect substantial changes in overall investment.

A member may not sell, assign or transfer any of his or her rights in and to the Corporation, except that a member may designate a Beneficiary to receive his or her share upon his or her death. Absent designation of a Beneficiary, the share value upon death shall be paid to the estate of the deceased Member less any amount due to the Corporation at time of death.

Membership shall be limited to 26 members, in addition to those who are Life Members or Family Members. If the number of aircraft is reduced to one, no new members will be accepted until the number of active members has fallen below 13.

ARTICLE V RESIGNATION

No resignation shall be effective until 30 days after a member of the Executive Board of the Corporation receives it. Monthly dues will not be prorated for any resigning Member. A resigning member must meet the following criteria to be entitled to a refund:

1. Be an Active Member in good standing for at least eighteen (18) months or be an Inactive Member who was an Active Member for at least eighteen (18) months.
2. Have paid fifty percent (50%) or more of their share as defined in Article III.F

A resigning member who meets the above criteria will have their refund calculated as follows:

- A. A member who has paid ninety five percent (95%) or more of their share will receive an amount equal to ninety five (95%) of the amount he or she paid for their share.
- B. A member who has paid at least fifty percent (50%) of their share but less than ninety five percent (95%) of their share will receive a refund equal to a corresponding percentage of the amount paid. For example, if 60% of their share has been paid, then 60% of the amount paid will be refunded.

Any money owed to the Corporation will be deducted from their refund amount before payment. All Corporation property must be returned to the Executive Board prior to payment to the Resigning Member, or its value will be deducted from the payment. Payment to the Resigning Member may be delayed one year after the resignation effective date, regardless of the reason for leaving the Corporation.

ARTICLE VI ASSESSMENTS

Active Members shall be assessed monthly dues. The monthly dues shall be established as 1/12 the estimated annual fixed costs of operating the Corporation, as determined by the Executive Board, and divided equally among the Active Members.

The hourly rate for operation of Corporation aircraft shall be determined by the
Bylaws Adopted October 20, 2005
Amended October 3, 2018

Executive Board based on the operating costs plus engine reserve of the aircraft per tachometer hour. Each Active Member shall be assessed monthly for his or her total time of aircraft operation. No Member may accumulate charges in excess of 50% of his or her share.

Upon failure of any Member to pay his or her monthly dues or assessments within 60 days from the due date, which shall be the last day of the month in which the charges were incurred, the Member shall be deemed a Delinquent Member, and lose all rights and privileges of membership, including voting. Any member being a Delinquent Member for 120 days may be declared involuntarily resigned by majority vote of the Members at a regular meeting of the Corporation.

Upon resignation, an Active Member or Delinquent Member becomes inactive and monthly dues are suspended.

Before being reinstated to Active Member status, a Delinquent Member must pay, in full, all charges incurred to the date of reinstatement, and receipt of payment must be acknowledged by the treasurer. All Members more than 60 days overdue shall be assessed a penalty of two percent per month on the delinquent balance in addition to the regular monthly assessment.

ARTICLE VII OFFICERS

The Officers of this Corporation shall be the President, Vice President, Secretary, Treasurer and Maintenance Officer. This group shall constitute the Executive Board. All officers, by virtue of their office shall be Directors of the Corporation who shall be responsible for the day-to-day operation of the Corporation. Any Member of the Corporation may hold office. The Vice President shall serve as President in the absence of the President. Other vacancies shall be filled by the appointment of the President for the unexpired term. Any appointment so named shall be ratified at the next regular meeting, failing which, an election of the office shall be held at the meeting next following the failed ratification.

Officers' Powers and Duties President

The President shall preside at all Corporation meetings. He or she shall appoint all committee members from the Active Members who shall serve until the next annual

meeting. No Member may serve as pilot in command of any Corporation aircraft without authorization of the President. The President has the authority to rescind the right of any Member to operate as pilot in command of Corporation aircraft. The President shall present at each Annual Meeting of the Corporation an Annual Report on the Status of the Corporation. The President is authorized to sign checks or drafts of the Corporation and to enter into contracts on behalf of the Corporation. The President shall have the authority to ground any aircraft for reasons of safety, provided that any grounding in excess of 12 hours shall require concurrence of the Maintenance Officer. The President shall appoint all committee members and committee chairs.

Vice President

The Vice President shall act as President in the absence or inability of the President to act as President, and, upon such occasion, shall become Acting President of the Corporation with all the rights, privileges and powers as if he or she had been the duly elected President. In the event of the President's inability or unwillingness to complete the term, the Vice President shall succeed to the Presidency. The Vice President shall operate an active recruitment program to obtain qualified new members.

Secretary

The Secretary shall keep the books and records of the Corporation. The Secretary shall maintain a membership book showing the names, addresses, telephone addresses and email addresses of each member of the Corporation. The Secretary shall keep and maintain a copy of these bylaws and Corporation rules. Upon request of the President, the Secretary shall give and serve all notices to members of the Corporation. The Secretary shall be responsible for filing any certificates, forms, returns, or applications required by law, rule or regulation.

Treasurer

The Treasurer shall have responsibility for Corporation funds. The Treasurer shall be responsible for accounting for all assets of the Corporation. The Treasurer shall deposit in a regular business bank or trust company in the name of the Corporation all money belonging to the Corporation. All funds belonging to the Corporation are to be deposited in this account within five business days after receipt. The Treasurer shall maintain member accounts, sending statements to all members before the monthly meetings. The Treasurer shall pay all Corporation bills and has authority to sign Corporation checks. The Treasurer shall execute, with the President, in the name of the Corporation, all certificates of membership and contracts and loans. The Treasurer shall submit a monthly written account of the finances of the Corporation.

Maintenance Officer

The Maintenance Officer shall be responsible for coordinating maintenance of the aircraft. The Maintenance Officer shall be responsible for ensuring that all proper documents required to be carried in the aircraft are, in fact, in the aircraft. The Maintenance Officer shall be responsible for maintaining all aircraft maintenance records. The Maintenance Officer is authorized to ground any aircraft, on an emergency basis for six hours, or 12 hours if the President or Vice President cannot be contacted.

The Maintenance Officer is authorized to spend, for maintenance purposes, up to \$500.00 in any one transaction. Any maintenance expenditure costing between \$500.00 and \$1000.00 must have the concurrence of one other officer. Expenditures exceeding \$1000.00 must be approved by the membership at a legally constituted meeting. The Maintenance Officer shall be responsible for submitting a monthly maintenance report.

General Provisions

In the event of a vacancy in any office, a special meeting may be called to elect an officer to complete the term.

No officer shall, by reason of his or her office, be entitled to receive any salary or compensation. The Corporation officers shall have the power and authority to enforce all rules and regulations pertaining to the use and operation of the property and to do and perform, or cause to be done and performed any and every act which the Corporation may lawfully do and perform within the limits of these bylaws.

ARTICLE VIII Safety and Membership Committee

The three member Safety and Membership Committee shall be appointed by the President which committee shall also constitute a membership screening committee. The Committee is responsible for investigating applicants for membership, and for investigating accidents or violations of safety rules and laws. The Safety and Membership Committee is also responsible for investigating any complaints regarding members of the Corporation, regardless of the nature of the complaint. The Safety and Membership Committee shall make its recommendations directly to the membership. A majority of the Safety and Membership Committee shall constitute a quorum of the Committee for committee meetings.

The Safety and Membership Committee may recommend expulsion of any member for any violation of any laws, rules, or regulations whether federal, state, local, or pertaining only to the Corporation, or upon request of three members. Recommendations for expulsion shall be submitted to the membership. A vote of two-thirds of the active membership shall be required to expel any member.

ARTICLE IX Audit Committee

There shall be an Audit Committee of at least two people to audit the books annually. The Audit Committee shall also be responsible for reviewing monthly account reports. It shall report on its annual audit at the annual meeting.

ARTICLE X Corporate Property

Any property, including aircraft, hangars, avionics or accessories, shall be owned by, and be held in the name of, the Corporation. Acquisition or disposal of any Corporation aircraft or other asset exceeding \$1000.00 in value requires a two-thirds vote of the active membership.

ARTICLE XI Amendments

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the active membership (the vote may be in person, or by written proxy) or by majority vote at two (2) legally constituted consecutive regularly scheduled monthly meetings.