

**SOUTHWEST FLYING CLUB, INC.
BY-LAWS**

ARTICLE I. PURPOSE

1. The purpose of the Southwest Flying Club, Inc. (hereinafter referred to as "Club") shall be to provide for its members a means of safe private flying at the most economical rates.

ARTICLE II. MEETINGS OF MEMBERS

1. Except as herein provided, all meetings of members (hereinafter referred to in this Article II as "meeting") shall be held at a place determined by the President. Meetings may be held telephonically, or electronically if all attending members can be simultaneously connected.
2. The Regular meeting of the Club (hereinafter sometimes referred to as "annual meeting") shall be no less than annually. The annual meeting shall be held during the month of September at such time as the Board of Directors shall determine.
3. Notice of annual meeting shall be given by written notice mailed to the last known business or residence address of each member at least thirty (30) days prior to the date of the annual meeting.
4. Special meetings may be held at such time as the President may determine, or may be called by a majority of the Directors, or by written petition of at least two (2) members. It shall be the duty of the Secretary to call such meetings within thirty (30) days of the date of a call by Directors or petition by members.
5. Notice of special meetings of members stating the time and general purpose thereof shall be given by written notice at least ten (10) days prior to such meeting. If all the members shall be present at any meeting, any business may be transacted without prior notice.
6. At any meeting, a quorum shall consist of one-third (1/3) of the members who are in good standing. Any question of good standing shall be verified by the Treasurer and Safety Officer.
7. The President, or in his absence the Vice President, or in the absence of the President and Vice President a chairman elected by the members present, shall call the meeting to order and shall act as presiding officer thereof.
8. At the annual meeting, the members shall elect by ballot a Board of Directors as constituted by these By-Laws.
9. At any meeting, each member shall have only one vote on any matter voted upon.
10. A majority vote of the members present is necessary for the adoption of any resolution and for the election of a member of the Board of Directors.

ARTICLE III. DIRECTORS

1. The powers, business, and property of the Club shall be exercised, conducted, and controlled by a Board of Directors (hereinafter sometimes referred to as "Board")

consisting of: President, Vice President, Secretary, Treasurer, Maintenance Officer, Safety Officer, and Plane Captains.

2. The Past-President shall serve as a member of the Board of Directors for a period of one year after leaving office.
3. Each Director shall be elected annually at the annual meeting from the membership of the Club.
4. In the case of a vacancy on the Board, the remaining Directors shall fill such vacancy by appointment from the Club membership. If three or more vacancies occur at any one time, such vacancies shall be filled by a vote of the members at a meeting duly called.
5. Regular meetings of the Board shall be called at a time and place determined by the President.
6. Special meetings of the Board may be called at any time on the order of the President or on order of two (2) Directors.
7. Notice of special meetings of the Board stating the time, place, and in general terms the purpose of the meeting shall be mailed or personally given to each Director not less than seven (7) days prior to such meeting. If all the Directors shall be present at any meeting any business may be transacted without prior notice.
8. Five (5) Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least five (5) Directors shall be necessary to pass any resolution or authorize any act of the Club. Meetings may be held telephonically or electronically if all attending Directors can be simultaneously connected.
9. Each member of the Board shall serve without compensation or reward.
10. The Board shall keep a complete record of all its acts and proceedings of its meetings and present a full statement at the regular and special meetings of the members. The record shall show in detail the condition and affairs of the Club.
11. The Board shall have the power and authority to promulgate and enforce all the rules and regulations pertaining to the use and operation of Club property, to do and perform, or cause to be done and performed, any and every act which the Club may lawfully do or perform.

ARTICLE IV. OFFICERS

1. The officers of the Club shall be a President, Vice President, Secretary, Treasurer, Maintenance Officer, Safety Officer, Membership Officer, and, for each Club aircraft, Plane Captain.
2. The officers of the Club shall be elected by the Club membership at the first meeting after the organization of the Club and thereafter annually at the annual meeting from the membership of the Club. Officers shall hold office for twelve (12) months or until their successors are elected and qualified.
3. The Treasurer shall not be bonded unless otherwise specified by the Board of Directors.

ARTICLE V. PRESIDENT

1. The President shall be the Chief Executive Officer of the Club. He shall preside at all meetings of the Club and Board of Directors. He may call special meetings of the members of the Club and Board of Directors and shall have, subject to the advice and consent of the Directors, general charge of the business of the Club. The President shall execute with the Secretary, in the name of the Club, all certificates of Membership, 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 shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all members for every type of flight operations. He shall recommend for the approval of the Board of Directors all operational rules of the Club and shall report with recommendations all violations of such rules by any member of the Club.

ARTICLE VI. VICE PRESIDENT

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

ARTICLE VII. SECRETARY

1. The Secretary shall keep the minutes of all proceedings of the members and Board of Directors in books provided for that purpose. He shall attend to the giving and serving of notices of all meetings of members and the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member of the Club, the book of By-Laws, the Club Seal, if any, and such other books and papers as the Board of Directors may direct. He shall execute with the President, in the name of the Club, all certificates of membership, contracts, and instruments, other than checks, which have been first approved by the Board of Directors.
2. The Secretary shall maintain a record of each member's qualifications.
3. The Secretary shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

ARTICLE VIII. TREASURER

1. The Treasurer shall execute in the name of the Club all checks for the expenditures authorized by the Board of Directors. He shall receive and deposit all Club funds in the bank selected by the Board of Directors, which funds shall be paid out only by check as herein before provided. He shall also account for all receipts and disbursements, and balance on hand.
2. The Treasurer shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

ARTICLE IX. MAINTENANCE OFFICER

1. The Maintenance Officer shall be responsible for maintaining current information in the log books of the Club aircraft.
2. The Maintenance Officer shall be responsible for maintaining all Club aircraft in proper operating condition, by or under the supervision of a properly certified airframe and powerplant mechanic, and for obtaining all checks, inspections, major overhauls, and compliance with all applicable airworthiness directives for Club aircraft.
3. The Maintenance Officer shall be responsible for all papers required to be carried in the Club aircraft and for the execution of all papers required upon completion of inspections and major repairs.
4. The Maintenance Officer shall recommend when a major job is to be done and obtain an estimate on the job. The major job and estimate is to be approved by a majority of the members at a meeting.

ARTICLE X. SAFETY OFFICER

1. The Safety Officer shall be responsible for providing a safety program whenever feasible at the general meetings.
2. The Safety Officer shall ensure that each member satisfies Club flight requirements and has the power, at his discretion, to ground any member who does not meet such requirements.
3. The Safety Officer shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

ARTICLE XI. MEMBERSHIP OFFICER

1. The Membership Officer shall be responsible for maintaining the waiting list for prospective members, and for contacting the prospects to identify and recommend new members when there are vacancies in the club.
2. The Membership Officer shall also perform such duties connected with the operation of the Club as he may undertake at the suggestion of the President.

ARTICLE XII. VACANCIES

1. If the Office of President, Vice President, Secretary, Treasurer, Maintenance Officer, Safety Officer, Membership Officer, or Plane Captain becomes vacant for any reason, the Board of Directors shall appoint a successor who shall hold office for the unexpired term of his predecessor.

ARTICLE XIII. SAFETY BOARD

1. A Safety Board consisting of the officers of the Club shall be convened for any aircraft accident or incident involving either a member or any equipment belonging to the Club.
2. The Safety Board shall consist of at least three officers of the Club who were not involved in such accident or incident. The Board of Directors may appoint members who are not officers to meet this requirement.

3. The Safety Board shall take all steps necessary to ascertain the facts, conditions, and circumstances of the accident or incident; shall arrive at conclusions regarding the probable cause and the responsibility for such accident or incident; and shall make known to the Board of Directors and all parties involved in such accident or incident its findings in the form of a written report.

ARTICLE XIV. HEARINGS

1. Board of Directors, upon receipt of the findings of the Safety Board, shall offer to all parties involved in the accident or incident, the opportunity of a hearing. After the hearing, or if such hearing is waived by all parties involved in the accident or incident, the Board of Directors shall decide the financial responsibility for the accident or incident. The decision of the Board of Directors shall be final.
2. Any member who damages any Club aircraft shall be fully liable for such damage as determined by the Safety Board as being due to pilot error or negligence not covered by Club insurance. The Club shall bear all expenses of an accident or incident due to aircraft malfunction.
3. All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within forty-five (45) days written notice. Otherwise, in the case of a member, all unsatisfied moneys may be deducted from the membership deposit, the remainder of which shall be returned to the member with a cancellation of membership in the Club.

ARTICLE XV. MEMBERSHIP

Membership in the Club shall consist of one of the following:

FULL MEMBER

1. Members will be admitted to the Club only after being approved by the Board of Directors.
2. A person duly elected to this Club as herein before stated shall be deemed a member upon payment of the initial membership deposit. The membership deposit shall be set by the Board of Directors and will be held by the Treasurer. Each member shall be assessed monthly dues, said dues to be paid one month in advance. The monthly dues shall be set by the Board of Directors.
3. Keys to each Club aircraft will be issued when the member satisfies the Aircraft Operating Rules.
4. Membership will include husband and wife and their dependent children up to age 21. For purposes of voting, the family unit will be treated as a single member. The family unit shall designate who may cast its ballot. If only one family member is present at any meeting, that person shall have the authority to cast the family's ballot. No more than two (2) members of the same family may hold office at one time. One monthly statement will be sent to the head of the household of each family showing time and charges. Membership deposit and monthly dues shall be assessed to each family.

Effective January 1, 2002, all new memberships will no longer be eligible for automatic inclusion of husband, wife and dependent children. After that date, any new "family memberships" granted by the Board of Directors will be limited to

husband and wife only. Dependent children will not be included. Children and Spouses of Club members shall be given priority on any waiting list for Club membership.

5. A member may withdraw from the Club upon written notification to the President and Treasurer. Such notification shall be at least thirty (30) days prior to the proposed withdrawal. The withdrawal becomes final as soon as a new member acceptable to the Board of Directors is enrolled in the Club. At that time, the Club shall return to the resigning member a sum equal to his original membership deposit less any moneys, dues, or fines owed to the Club.

Generally, there shall be a limit of the membership deposit to any moneys, dues, or fines owed to the Club. When this limit is reached, the member may be prohibited from using any Club aircraft until payment has been made in full, at which time the member may again use Club aircraft.

6. A member may be expelled by a two-thirds (2/3) vote of the members voting at any regular or special meeting of the members. Ten (10) days notice shall be given to the member who shall have the right to be heard at a meeting of the members called for this purpose. A member so expelled shall receive from the Club, a sum equal to his original membership deposit less any moneys, dues, or fines owed to the Club.

ASSOCIATE MEMBER/INSTRUCTOR

1. Associate member/Instructors will be admitted to the Club only at the recommendation of the Safety Officer. The purpose of this type of membership is to provide qualified instructors for members.
2. Associate member/Instructors must be approved by the Safety Officer. The Associate member/Instructors must provide the Safety Officer with evidence that all FAA requirements for instruction are current and has the required time in the Club's type of aircraft. The Associate member/Instructor may, at the Safety Officer's discretion, be required to take a check ride. The Safety Officer may designate another Club approved instructor to perform the check ride on the Safety Officer's behalf. The Associate member/Instructor will be responsible for the cost of the flight time in the Club aircraft.
3. Associate member/Instructors will not have use of the Club aircraft except when providing dual instruction to a member.
4. Associate member/Instructors will not pay a membership deposit, advanced deposit, or monthly dues. Associate member/Instructors will comply with Club Aircraft Operating Rules and responsible for the entire deductible portion of the insurance coverage in case of negligent operation of the aircraft. They may be responsible for the entire loss incurred when acting as pilot in command should their negligence cause the insurance to be inapplicable.
5. Associate member/Instructors do not have a vote and may be expelled at any time at the discretion of the Safety Officer or a majority vote of the officers.

MEMBER EMERITUS

1. A member shall be accorded member emeritus status only upon vote of the regular membership.

2. Only regular members may be eligible for member emeritus status.
3. A member shall not be eligible for member emeritus status unless he shall have been a member of the Club for a continuous period of at least ten years and shall have performed distinguished service to the Club.
4. A member emeritus shall continue to maintain a deposit with the Club as any regular member.
5. A member emeritus shall be required to pay dues only so long as he shall be eligible to be Pilot In Command of a Club aircraft.
6. A member emeritus shall be permitted to utilize Club aircraft at the then current operating rates so long as he shall not compromise the Club's insurance in respect of Club aircraft.
7. A member emeritus shall be eligible to be a Club Officer as any regular member.
8. A member emeritus shall be entitled to vote on all amendments to the Club Charter and By-Laws, and any matter affecting the deposits of Club members.
9. A member emeritus shall otherwise be afforded the rights of a regular member as may, from time to time, be conferred by vote of the regular membership.
10. A member emeritus shall not be considered in determining the authorized membership.
11. The status of Member Emeritus may be revoked by a vote of the membership.

ARTICLE XVI. SURPLUS

1. The net savings or surplus remaining after all operating costs and expenses have been paid shall remain in the Club Treasury for the purchase of new equipment, contingencies, or for the purpose of reducing the hourly rates for flying 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.

ARTICLE XVII. AMENDMENTS

1. These By-Laws may be repealed or amended by new By-Laws adopted at any meeting of the members called for that purpose or any regular meeting of a quorum of the members by a two-thirds (2/3) majority of those present.