

CONSTITUTION FOR NORTH SHORE AERO CLUB, INC.

PREAMBLE

We, the members of the North Shore Aero Club, Inc. (a non-profit organization) believing in the advancement of aviation in its many forms and in the training of safe and skillful fliers, do hereby gather together in an organization to further our beliefs by providing for the encouragement, equipment and facilities under conditions that will promote our aims.

ARTICLE I

NAME

Section 1. This club shall be known as the North Shore Aero Club, Inc.

ARTICLE II

GOVERNMENT OF THE CLUB

Section 1. General Powers and Membership of Board

(a) The corporate powers, property and affairs of the Club shall be exercised, conducted and controlled by a board of seven (7) Trustees, hereafter referred to as the “Board of Directors”, to be composed of seven (7) members, of whom the President, Secretary, Treasurer and Operations Manager shall be credited one (1) flight hour per month of service, said flight hour credit being non-transferable and carrying no cash surrender value.

(b) Trustees shall be elected by the voting members of the Club at the Annual Meeting or other meeting called for that purpose and shall qualify by acceptance in writing or attendance at the Board of Directors meeting. Such Trustees shall serve until their successors are elected and qualified. The term of office for each member of the Board of Directors shall be for a period of three (3) years or until a successor is elected and qualified. Terms shall be staggered such that no more than three (3) terms expire concurrently. Upon first ratification of three year terms, the terms of office shall be three director positions of three-year terms, two director positions of two-year terms, and two director positions of one-year terms. Thereafter, all director positions will be three-year terms.

Section 2. Bylaws and Rules

(a) The Board of Directors shall have the power to make and change all necessary bylaws for its own government, to make rules for the Club, and to fix penalties for the violation thereof.

(b). The Board of Directors shall, from time to time, fix admission fees, flying rates, and dues for all classes of members. Notice to be given to the membership of the anticipated change as well as for single item expenditures over \$5,000 one month in advance. Single item expenditure notice shall not apply to normal operation items such as engine-overhaul, prop-overhaul, fuel expenditures, insurance, maintenance, loan payments, or other recurring or regular expenses.

Section 3. Officers and Committees

(a) The Board of Directors shall, as soon as practical, after the adoption of this constitution and as soon as practical after each annual meeting, meet for organization, and shall choose preferably from the Board of Directors members a President, a Secretary, a Treasurer, and an Operations Manager.

(b) - The Board of Directors may make provisions for all necessary committees, including committees on administration, finance, maintenance, membership, training, operations and growth. The chair of each committee shall be appointed by the President from the membership of the Board of Directors.

Section 4. Removal of Officer or Trustee

Any officer or Trustee may be removed from office for sufficient cause by vote of two-thirds (2/3) of the Board of Directors after written notice of the charge made against the officer or Trustee has been served upon him or her at least five (5) days prior to the time of the hearing and he or she be given an opportunity to appear before the Board of Directors and be heard in his or her own defense.

Section 5. Vacancies

The Board of Directors shall fill vacancies in its own membership for the un-expired term.

Section 6. Board of Directors of Trustees Meetings - Regular and Special

(a) The Board of Directors shall meet monthly. Special meetings of the Board of Directors may be called by the President or, in his absence, by his designee, upon the written request of any two (2) Trustees. In the absence of the President, a special meeting may be held upon the written call of three (3) members of the Board of Directors which shall specify the time and place of the meeting.

(b) Quorum - Four (4) members shall constitute a quorum for the purpose of a meeting of the Board of Directors, provided that for adoption or amendment of the Operating Laws, four (4) members of the Board of Directors must vote in favor of the adoption of such amendment.

ARTICLE III

NOMINATION AND ELECTION OF TRUSTEES

Section 1. Nomination of Candidates

A Candidate slate for Trustees shall be prepared by the current Board of Directors. Nominations may also be made by voice from the floor at the time the election is conducted.

Section 2. Candidates polling the largest number of votes shall be declared elected to fill the existing vacancies. No member may vote by proxy.

Section 3. A Tellers Committee shall be appointed by the President.

Section 4. Balloting

(a) The method of balloting shall be determined by the Board of Directors.

(b) In the event of a tie vote, the Board of Directors in office immediately prior to the election shall break the tie by a secret ballot to determine the member elected.

ARTICLE IV

DUTIES OF OFFICERS AND COMMITTEES

Section 1. Duties of President

The President shall preside at all meetings of the Club and Board of Directors. He or she shall, with the Treasurer, sign all written contracts and obligations of the Club when authorized by the Board of Directors. He or she shall have general oversight of the different departments of the Club, see that they are conducted with efficiency and fidelity and perform such other duties as may be required of him or her by law or assigned to him or her by the Club or Board of Directors. Additionally, he or she shall perform regular inspection flights of club equipment using credits from Section 1.

Section 2. Duties of Secretary

The Secretary shall keep the minutes of all meetings of the Club and Board of Directors; keep the records of the Club which shall be open to members at all reasonable times and perform such duties as may be required of him or her by law or assigned to him or her by the Club or Board of Directors. Additionally, he or she shall perform regular inspection flights of club equipment using credits from Section 1.

Section 4. Duties of Treasurer

The Treasurer shall collect and, under the direction of the Board of Directors, dispense all funds and report on the state of the funds at every meeting of the Board of Directors and at such other times as it may require if accounts shall be audited by a committee appointed by the Board of Directors or reports required by a governmental agency. He or she shall, with the President, sign contracts and obligations of the Club when authorized by the Board of Directors and shall perform such other duties as may be required of him or her by law or assigned to him or her by the Club or Board of Directors. Additionally, he or she shall perform regular inspection flights of club equipment using credits from Section 1.

Section 5. Duties of the Operations Manager

The Operations Manager shall supervise the maintenance of the Club planes, in keeping with the policies of the Club and requirements of the Federal Aviation Administration (FAA). He or she shall plan the maintenance of the Club planes and maintain necessary airframe and engine log books. Subject to the control of the Board of Directors, the Operations Manager may contract for and purchase all necessary parts, labor, material and supplies for the maintenance of Club planes. Additionally, he or she shall perform regular inspection flights of club equipment using credits from Section 1.

ARTICLE V

MEMBERSHIP

Section 1. The members of the Club shall be active members and such other classes of membership as may be created, classified, limited and abolished from time to time by the Board of Directors.

Section 2. The maximum number of members of all categories shall be determined by the Board of Directors, and the Board of Directors may at any time or from time to time enlarge or decrease the maximum thereof.

Section 3. [Deleted, January, 2015. Incorporated elsewhere.]

Section 4. Any person elected to membership shall become an active member and his or her name and address shall be entered on the membership roll after payment of the admission fees, if any, in effect at the time of his or her election and the current installment of dues as of the date of his or her election.

Section 5. Any person elected to a class of membership, other than active membership, shall become a

member upon meeting the requirements of such class of members as provided by the Board of Directors.

Section 6. If a person elected to any membership shall not qualify in the manner prescribed within thirty (30) days after notice of his or her acceptance is mailed, such acceptance may be declared void by the Board of Directors.

Section 7. Resignations shall be made in writing addressed to the Secretary, Treasurer, and/or President and no member shall be considered as having resigned until payment is made of all his or her indebtedness to the Club and acceptance of such resignation by the Board of Directors. Members who resign before completion of three (3) months membership may receive a portion of their initiation fee back as determined by the Board of Directors. Electronic notice shall be sufficient notice provided member has received acknowledgement from the Secretary, Treasurer, and/or the President.

Section 8. Memberships shall not be transferable in any manner and all rights of a member in the Club and its property shall cease on the termination of membership whether by resignation, expulsion, death or otherwise.

Section 9. The Secretary shall keep a record under the separate classifications of membership of the names and addresses of members, the date of their qualification and the date of the termination of the membership.

Section 10. Written or printed notice mailed or communicated electronically to the last address of a member as shown in the records of the Club shall be due notice.

ARTICLE VI

INDEBTEDNESS OF MEMBERS

Section 1. All indebtedness incurred by a member is payable by the last day of the month following the month in which it was incurred. Indebtedness unpaid after this period will have a penalty charge added, the rate of which is determined by the Board of Directors.

A bill still unpaid by the end of the second month following the month in which it was incurred will result in the member receiving a notice from the Board of Directors placing him on Delinquent Status unless the bill is paid (or suitable arrangements made for payment) within the next twenty days.

All debts outstanding by the end of the third month after they are incurred will be reviewed by the Board of Directors for appropriate action, including referral to a private agency for collection.

Section 2. If a member is placed on Delinquent Status, no further credit nor use of any Club facilities shall be granted to such member until the indebtedness already incurred shall have been discharged.

Section 3. Members placed on delinquent status may be expelled and have their membership terminated by the Board of Directors by majority vote. A member being considered for suspension or expulsion for delinquency status will have an opportunity to be heard by the Board of Directors at the next Board of Directors meeting following notice to the member. A motion to reconsider the suspension or expulsion of the member may be made at the Board of Directors hearing, but at no later date.

ARTICLE VII

CONDUCT OF A MEMBER

Section 1. If the conduct of a member shall appear to the Board of Directors to be disruptive, unsafe, in violation of the Personal Conduct Rules or regulations of the FAA or prejudicial to the interest or standing of the Club, and if the nature of the offense requires it, they may suspend the member for a period not exceeding six (6) months or expel the offender; no member shall be suspended or expelled without an opportunity to be heard before the Board of Directors. A motion to reconsider the suspension or expulsion of the member may be made at the Board of Directors hearing, but at no later date.

ARTICLE VIII

MEETINGS

Section 1. Notice of annual and special meetings shall be given by the Secretary to voting members, by mailing or electronically communicating a copy thereof to each voting member, at the member's address, as it appears in the records of the Club, not less than ten (10) days before such meeting is called.

Section 2. Annual Meeting - The annual meeting of the Club shall be conducted on a date chosen by the Board of Directors but no later than the month of April of each year at which time elections for open positions on the Board of Directors of Trustees shall be held and reports from officers received. The annual meeting shall be arranged and conducted by the outgoing Board of Directors. A quorum for the purpose of the annual meeting shall be determined by the board of directors. Real-time electronic attendance (e.g.

Skype, conference call, etc.) at the annual meeting shall be permitted through a means determined and communicated by the Board of Directors. Electronic attendees may vote as if present in person and be counted towards quorum requirements.

Section 3. Special General Membership Meetings – A minimum of twenty percent of the active members is required to call a meeting of the Club to vote on Board of Directors-authorized changes in dues, initiation fee, membership limits or single item expenditure over \$5,000 (as defined in Article II, Section 2, Paragraph b). If a meeting within the month is not called, then the Board of Directors' decision stands. A quorum for purposes of a special membership meetings shall consist of fifty percent (50%) of the club's active members.

ARTICLE IX
AMENDMENTS

Section 1. Amendments to the Constitution may be made at any annual meeting or at any special meeting called for that purpose by the affirmative vote in person of a majority of the voting members of the Club, present at such meetings, provided there be a quorum.

Proposed amendments must be mailed or electronically communicated to the members at least ten (10) days before action is taken thereon.

Board of Directors

North Shore Aero Club, Inc.

Revised February 2015

Revised May 2001

Revised November 15, 1982

Revised May 1971

Initially written January 1956