

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

(a) General Powers and Membership of Board

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, to be composed of seven (7) members (*revised* 11/15/1982), of whom the President, Secretary, Treasurer and Operations Manager shall be credited one (1) flight hour per month of service. The said flight hour credit being non-transferable and does not carry any cash surrender value (*revised May 2001*).

(b) Election of Trustees - (See also Article III)

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 meeting. Such Trustees shall serve until their successors are elected and qualified. The term of office for each member of the Board shall be for a period of one (1) year or until a successor is elected and qualified.

Section 2. Bylaws and Rules

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

(b) Notice of changes in dues, flying rates, initiation fee, or single item expenditures over \$1,000 must be given to all members one month in advance of action (See Section 7 -Part C).

Section 3

(a) Officers - The Board 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 members a President, Vice President, a Secretary, a Treasurer and an Operations Manager. *Convention established previous to August 1989 has been to waive the position of Vice President.*

(b) Committees - The Board may make provisions for all necessary committees, including committees on administration, finance, maintenance, membership, training, operations and growth. The chairman or chairwoman of each committee appointed by the President from the membership of the Board (*revised 11/15/1982*).

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 after written notice of the charge made against the officer or Trustee has been served upon him 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 and be heard in his or her own defense.

Section 5. Vacancies

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

Section 6. Meetings - Regular and Special

(a) The Board shall meet monthly. Special meetings of the Board may be called by the President or, in his absence, by the Vice-President, upon the written request of any two (2) Trustees. In the absence of the President and Vice-President, a special meeting may be held upon the written call of three (3) members of the Board 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, provided that for adoption or amendment of the operating laws, four (4) members of the Board must vote in favor of the adoption of such amendment.

(c) Special General Membership Meetings - Five (5) active members may call a meeting of the Club to vote on changes in dues, initiation fee, membership limits or single item expenditure over \$1,000. If a meeting within the month is not called, then the Board's decision stands. A meeting without a quorum is not a meeting. A quorum for purposes of special meetings shall consist of one half the club active members excluding those legitimately excused and having voted by proxy.

ARTICLE III

NOMINATION AND ELECTION OF TRUSTEES

Section 1. Nomination of Candidates (*revised May 1971*)

A Candidate slate for Trustees will be provided by an Election Committee appointed by current Board.

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 (*revised May 1971*).

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.
- (b) In the event of a tie vote, the Board 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. He or she shall, with the Treasurer, sign all written contracts and obligations of the Club when authorized by the Board. 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.

Section 2. Duties of the Vice-President

The Vice-President shall, during the absence or disability of the President, perform the duties of the President and such other duties as may be required of him or her by law or assigned to him or her by the Club or Board.

Section 3. Duties of Secretary

The Secretary shall keep the minutes of all meetings of the Club and Board; 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.

Section 4. Duties of Treasurer

The Treasurer shall collect and, under the direction of the Board, dispense all funds and report on the state of the funds at every meeting of the Board and at such other times as it may require if accounts shall be audited by a committee appointed by the Board. He or she shall, with the President, sign contracts and obligations of the Club when authorized by the Board 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.

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 Growth Committee. He shall plan the maintenance of the Club planes and maintain necessary airframe and engine log books. Subject to the control of the Board, the Operations Manager may contract for and purchase all necessary parts, labor, material and supplies for the maintenance of Club planes.

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.

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

Convention established previous to August 1989 has established the maximum number of active members at forty (40).

Further, per Avemco, the CLUB insurance underwriter established previous to August 1989, any increase of the number of active members beyond forty (40) would be grounds to cancel the grand-fathered NSAC policy which permits each NSAC member to be in possession of keys to Club aircraft. Prevailing insurance underwriting standards governing flying clubs would mandate NSA C to institute "key control," where the Operations Manger would be the sole retainer of keys to Club aircraft to be issued in immediate advance of and surrendered following each and every flight.

Section 3. The Board shall from time to time fix admission fees, and dues for all classes of members. Notice to be given to the membership of the anticipated change one month in advance.

Section 4. Any person elected to membership shall become an active member and his or her name and address shall be entered upon the membership roll upon payment of the admission fee if any in effect at the time of his or her election and the proportionate amount of 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.

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.

Section 7. Resignations shall be made in writing addressed to the Secretary 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. Members who resign before completion of three (3) months membership may receive a portion of their initiation fee back as determined by the Board.

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 cause to be kept 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 to the last address of a member as shown on the books 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 during this period will have a penalty charge added, the rate of which is determined by the Board.

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 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 for appropriate action, including referral to a private agency for collection (*revised May 1971*).

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

ARTICLE VII

CONDUCT OF A MEMBER

Section 1. If the conduct of a member shall appear to the Board to be disorderly, ungentlemanly or in violation of the rules and regulations of the Club 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; but no member shall be suspended or expelled without an opportunity to be heard before the Board. A motion to reconsider the suspension or expulsion of the member may be made at the Board hearing, but at no later date.

ARTICLE VIII

MEETINGS

Section 1. Notice of annual and special meetings shall be given in writing by the Secretary to voting members, by mailing a copy thereof to each voting member, at his address, as it appears on the books of the Club, not less than ten (10) days before such meeting is called (*revised May 1971*).

Section 2. A special meeting will be called during the first full week of November each year for purposes of conducting the annual election for the Board of Trustees.

Newly elected Board members will attend the regular Board meetings conducted during the months of November and December but will not take official office until January 1st of the following year.

The annual meeting of the Club will be conducted during the last full week of January. The annual meeting will be arranged and conducted by the out going Board (*revised May 1971*).

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 to the members at least ten (10) days before action is taken thereon.

Board of Directors

North Shore Aero Club, Inc

Revised May 2001

Revised November 15, 1982

Revised May 1971

Initially written January 1956