

**AIR CAPITAL AVIATORS CLUB
BY-LAWS**

REV J - OCTOBER 10, 2013

HISTORY OF REVISIONS

MARCH 13, 1978
REV A, MAY 15, 1983
REV B, JULY 01, 1985
REV C, JULY 01, 1991
REV D, OCTOBER 02, 1994
REV E, APRIL 06, 1995
REV F, JUNE 08, 2001
REV G, DECEMBER 11, 2005
REV H, SEPTEMBER 01, 2008
REV I, JUNE 24, 2011
REV J, OCTOBER 10, 2013

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ARTICLE I GENERAL

Section 1. PURPOSE

- (a) Air Capital Aviators Club is incorporated under the laws of the state of Kansas to foster, promote, engage in and conduct all phases of flying and related activities.

Section 2. TERMS

- (a) Board – Club Board of Directors
- (b) Board majority – a majority of the Board of Directors
- (c) By-laws (This document) – definition of the organizational structure approved by a general membership majority
- (d) Club – Air Capital Aviators Club
- (e) General membership majority – a majority of the general membership eligible to vote and responding to that vote request
- (f) Leave of Absence (LOA) - Membership attribute as defined in the Rules of Operations.
- (g) Quorum – A quorum is defined as:
 - i) Board meetings – two-thirds of the Board
 - ii) General membership meetings – one-third of the general membership
- (h) Rules of Operation – definition of the procedures and policies established and amended by a Board majority and to be followed by all members

Section 3. HISTORICAL BACKGROUND

- (a) The Boeing Employees Flying Club (BEFC) was incorporated in 1978 by a group of Boeing employees for Boeing employees and was totally independent and distinct from The Boeing Company.
- (b) In June 2005, The Boeing Company chose to divest itself of the Commercial Division in Wichita, KS and began operating independently of The Boeing Company (Boeing) as Spirit AeroSystems (Spirit). The BEFC revised these By-laws for inclusion of Spirit AeroSystems employees in Wichita, KS.
- (c) In August 2008, the BEFC chose to include the employees of other aerospace companies having at least 50 employees, within Sedgwick, Butler and Kingman counties. The approved companies are listed in the Rules of Operation.
- (d) Effective with the ratification of Revision J of the By-laws by the members of the Boeing Employees Flying Club, the name of the Club was changed to Air Capital Aviators Club and this name change was filed with the necessary governmental and business organizations. The Club membership categories were revised and are described in this revision J of the By-laws. In accordance with the revised membership categories, the Air Capital Aviators Club Board eligibility requirements were also revised and are described in this document.

ARTICLE II PLACE OF BUSINESS

(RESERVED)

ARTICLE III MEMBERSHIP

Section 1. DEFINITION

Membership shall be as defined in the following sections of this article.

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Section 2. CATEGORIES

Club membership shall consist of the following categories:

- (a) Company Member (CM) – Individuals who, at the time of initial application, are employees (current or former) of Board-approved companies as defined in the Rules of Operation, Attachment A.
- (b) Affiliate Member (AM) – Individuals who, at the time of initial application do not meet the criteria of (a) but whose membership may provide a benefit to the Club as determined by the Board.

Section 3. CLASSIFICATION TRANSITION

Former BEFC classifications of BSE, BSF, LM, OAE, OAF, and VO may be found in By-laws Revision I. Members in those classifications are now reclassified as follows:

- (a) BSE, LM, OAE, will become CM (Company Member)
- (b) BSF, OAF, VO will become AM (Affiliate Member)

Section 4. NEW MEMBER REQUIREMENTS

- (a) Candidates for membership in Club shall sign:
 - i) Release of indemnity agreement
 - ii) Consent for background and credit check
 - iii) A Club-approved membership application outlining pertinent information and flying credentials
- (b) Failure to complete any items in (a) will result in rejection of membership until such time as requirements are satisfied.

Section 5. APPLICATION

Applications for membership shall be made through the Club Membership Officer and membership shall be conferred upon approval by a simple majority of the Board and payment of the prescribed initiation charges as defined in the Rules of Operation, Attachment A.

Section 6. CLUB RESOURCE ACCESS

All members upon initial acceptance into membership shall be provided access to the Club By-laws, Rules of Operation, Club aircraft, and Club aircraft scheduling.

Section 7. EQUAL OPPORTUNITY

Membership qualifying under Section 2 shall be open to all regardless of race, creed, national origin or sex.

Section 8. CLUB SUPPORT

All members are expected to support the Club through its activities, e.g. attendance at general membership/safety meetings, serve on the Board and its appointed committees, social events, competitions, aircraft care, etc.

ARTICLE IV INITIATION FEES AND DUES

Section 1. INITIATION FEES

The initial cost for a membership shall be as follows:

- (a) Initiation fee.
- (b) First month's dues (prorated).

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Section 2. MONTHLY DUES

- (a) Each member shall be required to pay monthly dues.
- (b) Current monthly dues are found in the Rules of Operation.

Section 3. DETERMINATION OF FEES AND DUES

The amounts authorized for the items of Section 1 and Section 2 shall be determined by the Board based on the financial condition of the Club, approved per Article XXI and published in the Rules of Operation.

ARTICLE V MEETINGS

Section 1. PLACE AND NOTIFICATION

Membership meetings shall be held at a date, time and place designated by the Board. Notice shall be communicated to each member not less than ten nor more than sixty days prior to the meeting date.

Section 2. MONTHLY BOARD MEETINGS

Board meetings shall be held monthly; date, time and place shall be designated by the President. Notice of Board meetings shall be communicated to each member no less than two days prior to the meeting date.

Section 3. SPECIAL MEETINGS

- a) Special meetings of the Board may be called by the Secretary at the request of any two members of the Board.
- b) Special general membership meetings must be called by the Board when a written petition, signed by at least one half of the membership, is submitted to the Secretary.

Section 4. SPECIAL MEETING NOTIFICATION

Special meetings as defined in Section 3 must be held after due notice but no business other than that set forth in the agenda attached to the meeting notice shall be transacted. These meetings shall be closed to non-members except when approved by the Board.

Section 5. TRANSACTION OF CLUB BUSINESS

Club business decisions require a majority vote of a quorum.

ARTICLE VI PROXIES

Section 1. RIGHT OF PROXY

The right of proxy representation at Board meetings may be exercised by Board members. Proxies are not applicable to general membership business.

ARTICLE VII RULES OF ORDER

Section 1. GUIDING PROCEDURES

The Club shall use, as a guide, the most current edition of Robert's Rules of Order Newly Revised. Final interpretation shall reside with the Secretary.

ARTICLE VIII BOARDS

Section 1. BOARD OF DIRECTORS

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- (a) The Board shall consist of the following: President, Vice-President, Operations Officer, Secretary, Treasurer, Safety Officer and Membership Officer.
- (b) The entire management and government of this Club, except as otherwise expressly provided herein, shall be vested in the Board.
- (c) The Board has the authority to purchase, sell or lease airplanes and equipment as necessary and to secure financing as required.

ARTICLE IX BOARD OF DIRECTOR AUTHORITY AND DUTIES

Section 1. AUTHORITY

Individuals on the Board of Directors may exercise specific and/or lawfully delegated powers of the Board as specified by these By-laws in the management of the business and affairs of the Club.

Section 2. PRESIDENT

The President shall:

- (a) Preside at all Board and general membership meetings.
- (b) Be Chairman of the Board of Directors.
- (c) Appoint Committee Chairmen and Board members not otherwise provided for and fill pro-tem Board and/or committee vacancies.
- (d) Perform such other duties as his office may require.
- (e) Be responsible for promotion of the Club.
- (f) Have authority to delegate above responsibilities.

Section 3. VICE-PRESIDENT

The Vice-President shall:

- (a) Oversee and coordinate the efforts of all major committees.
- (b) Perform the duties of the President in the absence of that office.
- (c) Organize general membership meetings and all activities.
- (d) Have authority to delegate above responsibilities with the exception of Section 3, Para. (b).

Section 4. OPERATIONS OFFICER

The Operations Officer shall:

- (a) Supervise and arrange means for members to schedule Club aircraft.
- (b) Be responsible for constraining use of Club aircraft so as to be consistent with the best interests of the Club.
- (c) Over-see timely maintenance of Club aircraft and maintenance records.
- (d) Have authority to delegate above responsibilities.

Section 5. SECRETARY

The Secretary shall:

- (a) Keep the minutes and attendance of Board, membership and special meetings.
- (b) Keep the seal of the Club in safe custody.
- (c) Handle routine Club correspondence.
- (d) Prepare, publish and distribute a monthly Club newsletter.
- (e) Have authority to delegate above responsibilities.

Section 6. TREASURER

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The Treasurer shall:

- (a) Be responsible for accurate accounting of all financial transactions of the Club.
- (b) Be responsible for receipt and disbursement of all Club funds subject to the will of the Board.
- (c) Make disbursements by check or member account credit/debit.
- (d) Render a monthly financial report.
- (e) Have authority to take legal action in the collection of overdue debts owed to the Club as directed by the Board.
- (f) Have authority to delegate above responsibilities.

Section 7. SAFETY OFFICER

The Safety Officer shall:

- (a) Establish non-regulatory, Club-specific guidelines pertaining to safe operating practices and ensure compliance.
- (b) Establish requirements and curriculum for all familiarization flights and flight instructor evaluation/orientation flights.
- (c) Review itinerary of cross-country trips for consistency with the airplane/pilot capability and approve the planned trip.
- (d) Maintain adequate records of all familiarization flights and all Club required examinations.
- (e) Review qualifications and recommend names of prospective flight instructors for approval by the Board.
- (f) Standardize instructional criteria.
- (g) Administer an Aircraft Safety Program as defined in the Rules of Operation on Attachment A.
- (h) Have authority to delegate above responsibilities.

Section 8. MEMBERSHIP OFFICER

The Membership Officer shall:

- (a) Be the initial contact point for those individuals seeking membership in the Club.
- (b) Maintain a current membership roster and provide a copy to the Secretary.
- (c) Receive and process applications from prospective members and obtain Board approval in accordance with Article III. Maintain an up-to-date file of member applications.
- (d) Prepare and distribute ballots pertaining to amendments of these By-laws.
- (e) Have authority to delegate above responsibilities.

Section 9. OUTSIDE AGENTS

From time to time, the Board may employ outside agents whose skills are necessary to serve the interests of the Club. Their duties and compensation shall be determined by the Board.

ARTICLE X COMMITTEES AND DUTIES

Section 1. COMMITTEES

There may be a Rules Committee, a Budget Committee, a Program Committee, a Membership Committee, an Election Committee, Safety Committee and a Publicity Committee as required. Except for the Safety Committee, each committee shall be

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staffed by appointees of the Committee Chairman or the President

Section 2. RULES COMMITTEE

The Rules Committee shall:

- (a) Review the By-laws and Rules of Operation and recommend proposed changes to the Board for approval.
- (b) After Board approval, cause to be published the revised "Rules of Operation."
- (c) After Club membership approval, cause to be published the revised "By-laws."

Section 3. ELECTION COMMITTEE

The Election Committee shall:

- (a) Solicit and nominate members for the Board positions.
- (b) Accept additional officer position nominations during the nomination meeting.
- (c) Prepare and distribute ballot and voting instructions to all participating members of record.
- (d) Tabulate ballots.
- (e) Submit election results to the Secretary.

Section 4. SAFETY COMMITTEE

The Safety Committee shall consist of the President, Operations Officer, Safety Officer and one member appointed from the general membership. The Safety Committee shall:

- (a) Investigate accidents and occurrences of unsafe practices in Club aircraft.
- (b) Report findings and recommendations to the Board for final action.

ARTICLE XI ELECTIONS

Section 1. BALLOTS

Board positions shall be elected by mail ballot.

Section 2. TERM LIMITS

The term for each Board member shall be two years. No member may be elected to more than two consecutive terms in the same office.

Section 3. TERM SEQUENCING

Board positions shall be filled by election each year as follows:

- (a) The positions of Vice-President, Safety Officer and Treasurer shall be filled for terms starting with even numbered years.
- (b) The positions of President, Operations Officer, Secretary and Membership shall be filled for terms starting with odd numbered years.

Section 4. VOTER ELIGIBILITY

All Club members not on Leave of Absence (LOA) are eligible to vote.

Section 5. ELECTION RESULTS

A candidate is elected by a plurality of ballots cast for that Board position.

Section 6. PRESIDENT ELIGIBILITY

Candidates for President must have held a previous Board position, unless approved by the Board.

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ARTICLE XII MEMBERSHIP TERMINATION AND LOSS OF PRIVILEGE

Section 1. RESIGNATION

Voluntary termination requires written notice to the Secretary in advance of the effective date. Membership termination shall not relieve any member from any liability for dues, assessments or other obligations to the Club that are unpaid at the time of termination.

Section 2. TERMINATION AND SUSPENSION

Expulsion, membership suspension or revocation of Club privileges for cause may be affected by a two-thirds vote of the Board. The member must be invited to participate in the Board's hearing.

Section 3. EXPULSION INVESTIGATION

An expulsion investigation may be recommended by any member through communications to the Board as to the cause of the recommendation.

Section 4. FINANCIAL DELINQUENCY

When a member's dues are 30 days in arrears the Treasurer will send a letter to the member demanding payment in full prior to the 60 days in arrears date. If, at the 60 days in arrears date the member has not paid the full amount of their indebtedness, the member is considered automatically terminated from the club and the Treasurer will send a "final notice" letter notifying the member of the termination and the requirement of full payment of their indebtedness to avoid further action.

Section 5. LOSS OF PRIVILEGES

Flying, scheduling and flight instruction privileges in Club aircraft shall cease on:

- (a) The effective date of a voluntary termination.
- (b) The date on which charges due the Club are in arrears.
- (c) The date of grounding for any rule infraction.

Section 6. REINSTATEMENT

If a member resigns from the Club, he/she is not eligible to rejoin for a period of at least one year unless all dues and assessments of the resigned member are paid with the application for reinstatement. The Board shall have the right to waive this requirement in unusual cases when requested in writing by the individual.

Section 7. LEAVE OF ABSENCE (LOA)

The Club Rules of Operation may provide for a member's leave of absence from the Club.

ARTICLE XIII GOVERNMENT

(RESERVED)

ARTICLE XIV CLUB PROPERTY

Section 1. USE

Any and all use of the Club's property at the Club's expense shall first be approved by the Board. An exemption shall be made for short-duration flights authorized by an Officer for maintenance purposes.

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Section 2. OWNERSHIP CLAIM

A member's claim on or interest in the assets, property or equipment of the Club shall cease upon termination of their membership for any cause.

Section 3. DAMAGE LIABILITY

In the event of damage to property controlled by the Club, the following shall apply:

- (a) When damage occurs that is not caused by aircraft, equipment or engine malfunction, the cost of the repairs, up to a maximum deductible amount as stipulated in the Club's insurance policy, shall be borne by the member at fault. The balance of the repair costs shall be borne first by the Club insurance company and then the Club.
- (b) Where damage is a result of aircraft, equipment or engine malfunction, repair costs shall be borne first by the Club insurance company and then the Club.

Section 4. GUARANTORS

In case of action by a financial institution to foreclose or recall any aircraft, the individual guarantor that is selected by that financial institution shall have the option of obtaining the respective aircraft from the Club at the low value listed in "The Aircraft Bluebook Price Digest" and making good the aircraft loan, paying the Club any equity accrued.

ARTICLE XV TREASURY

Section 1. FINANCIAL INSTITUTION

The Board shall specify a financial institution for providing checking and savings as required.

Section 2. EXPENDITURES

All Club general operations costs, sponsored meets, fly-ins, advertisements, luncheons, member meetings, contests, etc. shall first be approved by the Board.

Section 3. AUDIT

The financial accounts of the Club shall be subjected to an independent audit upon request from the Board.

ARTICLE XVI RECORDS, BOOKS AND ACCOUNTS

Section 1. ARCHIVE

A file of all correspondence and reports of the Club shall be maintained by the Secretary, for a period of seven (7) years. The following records are required under these By-laws:

- (a) Policies and procedures for conducting business.
- (b) Minutes of the Board and membership meetings.
- (c) Other records as the Board may direct.

Section 2. FISCAL YEAR

The fiscal year of the Club shall begin January 1 and end December 31.

Section 3. ACCOUNTS

Separate financial accounts shall be maintained for the general business operations and for each airplane operated by the Club.

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ARTICLE XVII SERVICES AND SUPPLIES

Section 1. CHARGES

Services and supplies provided by the Club to its members and charges for the same must be approved by the Board prior to the announcement of the service. The Board shall change the charges as necessary.

Section 2. STATIONARY AND EMBLEM

No member, other than officers and agents, shall use stationary bearing the letterhead or emblem of the Club.

ARTICLE XVIII PUBLICATIONS

Section 1. PUBLICATIONS

The Club shall issue publications as the Board may direct. One copy of each publication shall be placed in the permanent file of the Secretary.

ARTICLE XIX EMBLEM

Section 1. EMBLEM

The emblem of the Club shall be in a form approved by the membership.

ARTICLE XX SEAL

Section 1. SEAL

The seal of the Club shall be in the form of a circle and shall bear the name of the Club, the year of its incorporation and the word "seal".

ARTICLE XXI AMENDMENTS

Section 1. AMMENDMENTS TO BY-LAWS

These By-laws may be amended by a general membership majority.

Section 2. AMMENDMENTS TO THE RULES OF OPERATION

The Club Rules of Operations may be amended by a Board majority.

ARTICLE XXII DISSOLUTION

Section 1. PROCEDURES

The Club may be dissolved through the procedures specified by the laws of the State of Kansas.

Section 2. ASSET DISBURSEMENT

In the event of the Club disbanding, proceeds from the disposal of Club assets, after payment of Club debts, shall be divided equally among non-LOA members of record with at least five years of uninterrupted membership and whose current obligations to the Club are paid in full as of the date of dissolution of the Club.