

# Bylaws of the Northeast Florida Aero Club, Inc.

As adopted by vote on July 13, 2019.  
As amended by vote on August 20, 2020.

## ARTICLE I

### NAME

1.1 **Name:** The name of the club shall be Northeast Florida Aero Club, Inc., herein referred to as “the Club” or “NEFLAC”.

## ARTICLE II

### PRINCIPAL OFFICE

2.1 **Location:** The principal office of the Club is located at:

1938 Hickory Trace Drive  
Fleming Island, FL 32003  
Clay County

The location of the principal office may be changed from time to time. Any change shall be noted by the Secretary, but shall not be considered an amendment of the Bylaws.

## ARTICLE III

### CLUB PURPOSE AND ACTIVITIES

3.1 **Purpose:** The purpose of the Club is to:

- 3.1.1 promote the training, safety, and security of general aviation with the United States.
- 3.1.2 to make general aviation accessible to the community and our country.
- 3.1.3 to provide diverse fleet of well-maintained aircraft, and to facilitate high-quality flight instruction for its members, all at a reasonable cost; and,
- 3.1.4 any such other activities properly authorized by the Board of the Directors, and consistent with the Club’s Articles of Incorporation and with these Bylaws.

## ARTICLE IV

### MEMBERSHIP

4.1 **Pilot Certificate Required.** Applicants for membership must hold or be in the process of obtaining a Pilot Certificate.

4.2 **Application Procedure.** Applicants becomes full member in good standing once:

- 4.2.1 the Club receives a properly completed membership application,
- 4.2.2 the applicant pays the initiation fee, bond, and dues; and,

4.2.3 the applicant's application is approved by majority vote of the Club Directors.

4.3 **Membership Classes.** The members of the Club shall be "active members" and such other categories of membership as may be created, classified, limited and abolished from time to time by the Board of Directors. Such changes shall not be considered an amendment of the Bylaws.

4.4 **Membership Size.** The maximum number of members of all categories shall be determined by the Board of Directors, and may at any time, or from time to time, enlarge or decrease the maximum thereof. Such changes shall not be considered an amendment of the Bylaws.

4.5 **Flight Restriction.** No applicant or member of the club shall operate any Club aircraft until the applicant or member,

4.5.1 satisfactorily completes a flight check in a NEFLAC aircraft given by an authorized NEFLAC instructor (student pilots receiving flight training from such a flight instructor are considered to have fulfilled this requirement),

4.5.2 receives a Club aircraft key or access to a shared key from an authorized Club designee; and

4.5.3 meets any federal, state, or local rules or regulations for operating club aircraft prior to commencement of aircraft operation.

4.6 **Airplane Lessors as Members.** Aircraft owners who lease aircraft to the Club ("Airplane Lessors") must be members of the Club if they desire to operate their own aircraft and exercise any other privileges of membership.

4.7 **Accident and Incidents.** [DELETED]

4.8 **Suspension of Membership.** Any Club member who operates an airplane in a reckless manner, or is careless with a Club aircraft so that the aircraft is damaged or unfit to fly by the next Club member, or violates these Bylaws, Operational Rules, or Financial Rules, may be suspended for a time period not to exceed 90 days by either the Operations Officer or President. The Board of Directors will be made aware of the suspension and may at its next meeting revoke the member's privileges or fashion other appropriate remedies.

4.9 **Revocation of Membership.** Membership is a privilege and can be revoked at any time by majority vote of the Board of Directors for actions determined by the Board not to be in the best interest of the Club.

4.10 **Action By Majority Vote.** As used in these Bylaws, the phrase "majority vote of the Board of Directors," "majority vote of the members" and similar phrases, except as expressly otherwise provided herein, shall mean a majority of the votes cast by a quorum of Directors, or members, as applicable.

4.11 **Resignation.** Resignations shall be made in writing addressed to the Secretary, Treasurer, and/or President. 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. Electronic notice shall be sufficient notice provided member has received acknowledgement from the Secretary, Treasurer, and/or the President.

4.12 **Membership Transferability.** 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.

4.13 **Membership Records.** 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.

4.14 **Member Communication.** 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 V DIRECTORS**

5.1 **Powers.** Except as provided herein, the Club's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under, the direction of the Board of Directors. The four (4) Officers and the number of Directors per Section 5.2 combined make up the total number of voting members of the "Board of Directors".

5.2 **Number of Directors.** In addition to the four officer positions, the authorized number of non-officer directors shall be:

5.2.1 zero at inception,

5.2.2 one once practicable and while membership has not exceeded 20 active members,

5.2.3 two once practicable and while membership has not exceeded 40 active members, and

5.2.4 three once practicable once membership has exceeded 40 active members, and

5.2.5 The number of directors may be changed from time to time. Any change shall be noted by the Secretary, but shall not be considered an amendment of the Bylaws.

5.3 **Election of Directors.** Directors shall be elected by the membership at the first membership meeting in July, or as soon thereafter as practical, for a three-year term in office, provided, however, term expiration allows for staggered board with a minimum of two officers and/or board members not up for election.

- 5.4 **Voting.** Only active members are allowed to vote in Club elections.
- 5.5 **Nomination of Directors.** At the meeting of members to elect Directors, any member present may place the name of any member in nomination, including his or her own. Except at the Club inception or first expanded number of board seats, each nominee must have been a member in good standing for at least six months prior to the election meeting as shown by Club records.
- 5.6 **Vacancies.** If any Director position becomes vacant, whether by resignation, removal, or otherwise, the Board of Directors shall appoint a successor for the unexpired term.
- 5.7 **Quorum.** One-half of the Directors rounded to the next higher whole number shall constitute a quorum for the transaction of business.
- 5.8 **Majority Vote Required.** To successfully gain approval, any piece of business before the Board will require a majority vote of the Board of Directors.
- 5.9 **Removal of Directors.** Any Director may be removed from the Board of Directors with or without cause by a majority vote of the members.
- 5.10 **Regular Meetings.** Regular Board meetings shall be held at least four times per year at such time and place as the Board may fix, provided that the first meeting of the Board shall be held no later than September for the purpose of selecting officers.
- 5.11 **Special Meetings.** Special meetings of the Board may be called at any time by the President, Treasurer, Secretary, or two Directors provided, however, that at least 7 days written notice is provided electronically, or is mailed via first-class mail, to all Directors to the address given by the Director to the Club's Secretary.

## **ARTICLE VI OFFICERS**

- 6.1 **Officers of the Club.** The Officers of the Club shall be a President, a Secretary, a Treasurer, and Operations Manager. Any number of offices may be held by the same person.
- 6.2 **Election of Officers.** The Officers of the Club shall be chosen annually by the Board of Directors, no later than September, for a one-year term of office and shall serve at the pleasure of the Board of

Directors. Procedures for selecting Officers shall be prescribed by the Board of Directors. The officers' terms of office shall begin immediately upon selection.

6.3 **Vacancy in Office.** If any office becomes vacant, whether by resignation, removal, or otherwise, the Board of Directors shall appoint a successor for the unexpired term.

6.4 **President.** Subject to the control of the Board of Directors, the President of the Club shall supervise, direct, and control the Club's activities, affairs, and Officers. The President shall preside at all members meetings and at all Board of Director meetings.

6.5 **Secretary.** The Secretary shall keep a book of minutes of all the meetings, proceedings, and actions of the Board. The Secretary shall keep in a safe place the corporate seal, and a copy of the Articles of Incorporation and Bylaws of the Club, as amended to date.

6.6 **Treasurer.** The Treasurer shall keep and maintain adequate and correct books and accounts of the Club's assets and transactions. The Treasurer shall send or cause to be given to the members and Directors such financial statements and reports as required to be given by law, by these Bylaws, or by the Board of Directors and shall cause the Club's tax returns to be timely filed. The Treasurer shall deposit money and valuables in the name and to the credit of the Club, shall disburse the Club's funds as the Board of Directors may order, shall render to the Board of Directors, when requested, an account of all transactions and an account of the financial condition of the Club.

6.7 **Operations Manager.** The operations manager shall look after all maintenance scheduling of club aircraft, hangar, and any related assets.

6.8 **Additional Powers.** Any Officer shall have such additional or revised powers, duties, and responsibilities as the Board of Directors or the Bylaws may prescribe.

6.12 **Compensation and Reimbursement.** Once membership has reached 40 members, officers will be credited with one-month membership dues each month while serving as elected officers. Prior to reaching 40 members, no credit is provided. Officers may not receive any additional compensation for their services, but may receive such reimbursement of expenses, as may be approved by the Treasurer or the Board of Directors.

6.13 **Removal of an Officer.** An Officer may be removed from an Officer position, with or without cause, by a majority vote of the Board of Directors.

## **ARTICLE VII**

### **Dissolution**

7.1 **Dissolution.** Dissolution shall require two-thirds majority vote of active members attending in person or electronically a special meeting to be called for said purpose.

7.2 **Assets on Dissolution.** On dissolution, assets shall be distributed to any remaining members according to their membership interests as defined in the bylaws. All active voting members have equal standing.

## **ARTICLE VIII**

### **AMENDMENTS**

8.1 **Changes.** These Bylaws may be amended by the majority vote of a quorum of the Board of Directors at any time, or by a two-thirds vote of a quorum of the membership.

## Revisions

Version 1.4, 7/13/2019, Initial Accepted Release

Version 2.0, 8/20/2020, modified following:

- 1.1 Correction of spelling error.
- 4.4 Correction of repetitive grammatical error.
- 4.7 Delete automatic expulsion due to accidents. Vote to expel would be needed if the circumstances dictated.
- 4.8 A Safety Officer is not a named officer position. Replaced with President.
- 5.1 Wording of Officers and Board were used as separate entities in some places and in other places they were grouped as Board of Directors. Clarified that the Board of Directors consists of all officers and director combined and used the same term elsewhere in the document.
- 5.2 Clarification based on 5.1 change.
- 5.3 Clarification of staggered board. Prior statements had logic error.
- 5.5 Added additional exception for expanded board members beyond inception of club.
- 6.2 Based on clarification in 5.1 and 5.2, used "Board of Directors" to include officers and directors as initially intended.
- 6.4 Same reason as 6.2.
- 6.6 Same reason as 6.2.
- 6.8 Same reason as 6.2.
- 6.12 Same reason as 6.2.
- 6.13 Same reason as 6.2.
- 8.1 Same reason as 6.2.