

WINGNUTS FLYING CLUB, LTD

Founded 1980—A Virginia Corporation

BYLAWS

Revised – Feb 7, 2023

ARTICLE I

Purpose

The purpose of this Club shall be to provide quality aircraft at a comparatively low cost, an environment for training and maintaining currency, and camaraderie within the membership.

ARTICLE II

Meetings

A. Time and Place—Club meetings are held on a regular basis with a minimum of one meeting per month as specified in the Club Operating Rules. Meetings are normally conducted for, but not limited to, the following activities:

1. Dues and account payments or credits may be settled at meetings.
2. Sharing of Club business information, voting on Club issues and membership applications, discussion of Club operating procedures, policies, aircraft flight and maintenance status, review of matters resolved by the Board of Directors or during previous regular Club meetings.
3. Programs, Club events, FAR changes and numerous other topics may be discussed at meetings. There is time to answer or discuss questions members may have.

B. Annual Meeting—The annual meeting of the Club shall be held in February at such time and place, as the Board of Directors shall determine.

C. Voting—Each Regular member has one vote.

D. Quorum— A quorum of the regular members must be present either in person, by tele-conference or by proxy at any meeting, except a Board of Directors meeting, to vote on any Club business. A quorum shall consist of one-fourth ($\frac{1}{4}$) of the Regular members (excluding club held shares), with all fractions being rounded up to the next whole number.

E. Proxies—Each Regular member may appoint another person their proxy to vote in their place. Such a proxy appointment must be in writing using the club's proxy form; dated and delivered to the Secretary or other Officer authorized to tabulate votes and is valid for up to twelve (12) months. The proxy may be revoked at any time before its expiration.

F. Communication – All references to the term “mail” within these Bylaws shall be interpreted to mean US Postal Service “standard delivery surface mail” and/or “electronic mail” (e-mail).

ARTICLE III

Board of Directors and Officers

A. Board of Directors—The Board of Directors shall consist of a total of seven regular members to be elected for two-year terms with four directors elected in one year, three the next, and so forth so that in any one year there will be a maximum of four new members elected to the Board.

The Board of Directors shall manage the business and affairs of the Club. The directors shall in all cases act as a board that may adopt such rules for the conduct of their meetings and the management of the Club, as they may deem necessary or proper, consistent with these Bylaws and the laws of the State of Virginia. The Board of Directors shall administer the Club Operating Rules, including their modification and/or amendment as may be determined by the Board of Directors to be necessary and appropriate for the well-being of the Club. Any such modifications and/or amendments shall require the approval of the majority of the Board members.

1. Any or all of the Directors may be removed for cause by a majority vote of the total Regular membership at a regular meeting or by action of the Board.
2. The Board may fill vacancies on the Board by appointing a temporary replacement. These appointments are then approved or disapproved by a majority of the Regular members present at the next Club meeting which has a quorum.
3. Meetings of the board of directors shall generally be open for all members to attend, but members may not participate in the meeting unless called upon by the board president to do so. By agreement of a majority of board members, the board may elect to close a meeting to the members for good cause, such as to protect a member's financial or personal privacy. Any member, or members, may request a topic be added to the agenda for board discussion. If said topic is added, the requestor may participate in the topic's discussion with the board.

B. Officers—The Wingnuts' officers consist of the President, Vice-President, Secretary, Membership Chair, Treasurer, Assistant Treasurer, Webmaster, Club Chief Flight Instructor, Club Safety Officer, and an Aircraft Manager for each of the aircraft. The Board of Directors will select these officers for a term of one year at the first board meeting following elections in the Annual Meeting. The only officers required to be on the Board of Directors are the President and Vice-President.

1. President—The President shall be the Chief Executive Officer of the Club. The President shall preside at all meetings of the Club and of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, and with the Treasurer shall execute, 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. Vice-President—The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the case of absence or disability of the President. The Vice-President shall also perform such duties connected with the operation of the Club as assigned by the President.

3. Secretary—The Secretary shall keep or cause to be kept, the minutes of all proceedings of meetings of the members and the Board of Directors.

4. Membership Chair—The Membership Chair shall keep a membership roster, the current Bylaws and Club Operating Rules and other books and papers as the Board of Directors may direct. The Membership Chair shall start a file on each

new member for their application, copies of their certificates, medical, etc. and be responsible for maintaining that file. The Membership Chair shall keep current those files on all current members.

5. Treasurer—The Treasurer shall sign, in the name of the Club, all checks for expenditures authorized by the Board of Directors. The Treasurer shall receive and deposit all funds of the Club in a bank selected by the Board of Directors, which funds shall be disbursed by check or other instrument as herein provided. The Treasurer shall also account for all receipts, disbursements, and balances on hand. While retaining responsibility and control, the Treasurer may delegate specific tasks to the Assistant Treasurer.

6. Assistant Treasurer (AT) - The AT shall serve at the pleasure of the Treasurer and the Board of Directors. The AT shall perform those tasks that are delegated by the Treasurer. The AT shall have access to all financial records and learn all aspects of the Treasurer's duties.

7. Club Chief Flight instructor (CCFI) - The CCFI shall be responsible for overseeing all approved club flight instructors. The CCFI is appointed by and answers to the Board. The CCFI shall be a member and must be checked out and remain current in all club aircraft. The CCFI shall ensure that all approved CFIs will follow all county rules including having the proper liability insurance, business license, etc. The CCFI shall work with the Club Safety Officer as needed to assure that a culture of safety exists within the club.

8. Club Safety Officer (CSO) - The CSO shall be responsible for instilling a culture of safety within the club. The CSO is appointed by and answers to the Board and must be at least a social member. The CSO shall work with the CCFI as needed to assure that a culture of safety exists within the club.

9. Aircraft Manager (AM)— The AM is responsible for one or more assigned aircraft. The AM is responsible for making sure that all necessary documents, logbooks, and licenses are current and are on or in the aircraft or in a suitable storage cabinet as designated by the AM. The AM shall inform all members of the cabinet's location. The AM shall address all squawks on his aircraft made by the membership. The AM shall maintain the aircraft and its equipment in compliance with current FAR's, ADs, etc.

10. Webmaster – The Webmaster shall be responsible for keeping the club's website current and shall ensure its content serves the needs of the club at all times.

ARTICLE IV

Membership

A. Number of Members—The maximum number of Regular members is determined by a vote of a majority of the total Regular members at a meeting that has been announced to all members by mail two weeks prior to that meeting. The Board of Directors will determine the maximum number of Class "A" members.

- **B. New Members**—New Regular and Class "A" Student members and Social Members must make written application ("written" may allow for physical, i.e. paper, or electronic submission of the then-current membership application, as stipulated by the membership committee and approved by the Board). This application will be a part of their file.

Once application has been submitted, the prospective member will be interviewed by at least two members who are approved by the Board of Directors. The interviewing members will present the findings of their interview to the membership committee chair. The membership committee chair will email the entire membership with collected information of the applicant, including their application as well as the interview notes.

Voting procedure:

- Members will reply to the membership chair via email or other means as stipulated by the membership chair, indicating their vote on the new member (approve or deny).
- A quorum, as defined in Article II, paragraph D, must vote to approve the new member.
- If after five days of the membership committee chair sending the original email, a quorum of positive votes has been received, and there have been no votes to deny the applicant, the applicant's membership will be approved.
- Members may query the membership committee for additional information during the five-day voting period. The membership committee may extend the voting period for an additional five days in order to collect additional information and provide it back to the membership for consideration.
- If a "no" vote to deny membership is received during the voting period, the members who interviewed the candidate will speak with the member who registered the "no" vote to ascertain the reason behind their vote and that it is related to specific knowledge of questionable instances of aviation competence, safety, judgment, character, or integrity that would support denial of club membership. Those two members will present their findings to the Board and the Board will make a final determination on denial or acceptance of the applicant's membership.

In addition to the requirements for an appropriate aircraft check ride, new members, except for Social Members, shall go through a formal orientation of the club operations as specified, and revised from time to time, by the Board of Directors.

To join the Wingnuts Flying Club you must be a U. S. Citizen, or a registered alien as evidenced by a U. S. birth certificate, naturalization papers, a U. S. passport, or an alien registration card. You must provide one other federal or state government issued picture I. D.

All applicants must agree to a background check.

Except for Social Members and Class A members (see Section G), all other members must have a current FAA medical or Basic Med and an FAA Student Pilot Certificate or higher to join, but neither is required to maintain membership.

All club CFI's must be at least a Social Member at all times while teaching members.

C. Membership Limits—Membership is limited to one per person. The Club has the option to buy a membership. That option can be exercised by a vote of the Board of Directors.

D. Property Rights—The property rights of all Regular members of the Club are equal. Class "A" Student members have no property rights whatsoever.

E. Certificate and Declaration—The Declaration of Membership form is the official certificate of membership. All members will be required to sign a Membership Declaration form.

F. Transfer of Membership—The Treasurer will act as an intermediary or financial agent in all membership transfers, to smooth the transaction between the involved parties and the Club. There will be a non-refundable transfer/initiation fee for all transfers and new memberships set by the Board of Directors. This transfer/initiation fee (unrelated to the membership cost) will be paid with every transfer except when the Club is acquiring a membership or when a membership upgrade is taking place (Class “A” Student to Regular). The fee will be paid by all new Regular members, but not by Social Members or Class A members.

G. Class “A” Student Members—The Club shall, from time to time, issue Class “A” Student memberships. Class A memberships exist to allow student pilots to use a designated aircraft and a Club Approved flight instructor for flight training and to provide a pipeline for recruitment of potential new private pilots into the Wingnuts club. For details regarding Class A membership, see the Club Operating Rules.

H. Deceased members- The share of stock owned by the deceased member shall revert to the club as of the date of death and any of his/her outstanding balances shall be absorbed by the club.

I. Regular Member Resignation – A regular member may, with the consent of a majority of board members, and upon a showing of hardship satisfactory to the board, resign his/her regular membership in the club and surrender his ownership interests to the club. A request to resign under this paragraph shall be made by the member to the board in a writing, setting forth facts in support of the member’s request and will include full payment for all outstanding amounts owed to the club by the member. The member must have actively marketed his share on his own and through the Membership Chair for at least 90 days prior to the resignation request. Until a decision on the resignation by the board has been made, the member retains all rights, privileges, and obligations of his share. Upon disapproval of the resignation, the member retains all the rights, privileges, and obligations of his share. Upon approval of the resignation, the member must remit outstanding amounts owed to the club, surrender all club property, aircraft keys, and hangar keys to the Club President or his designee, and the member’s share shall revert to the Club immediately. “Hardship,” for purposes of this paragraph, does not include: (1) a temporary or permanent relocation of a member’s residence from any location to any location within 75 miles of the Chesterfield County Airport or (2) a lack of FAA medical qualification (including Basic Med) due to the member not requesting such qualification from a suitable medical provider.

J. Social Members—Social members have no voting, property or flying rights. Social members may attend and participate in all meetings and functions. Dues are established at \$25.00 per year, in advance, not pro-rated. The anniversary date will be the admitting date.

K. Member Removal—Club members are expected to follow the rules and policies of Chesterfield County Airport, interact professionally with airport staff, and maintain an active county credential allowing airport access. Failure to do so is grounds for a removal vote in accordance with this section. Any member may be removed from Club membership at any scheduled Club meeting with a vote by at least two-thirds of the Club Regular membership. Members removed pursuant to this paragraph must surrender their airport credentials and hangar keys and may not fly club aircraft. The Board of Directors, by unanimous vote, may temporarily remove a member pending a membership vote at a future scheduled general membership meeting.

ARTICLE V

Finances

GENERAL

The Club is established as a non-profit corporation whose purpose is, among others, “to provide quality aircraft at a comparatively low cost.”

A. *Member Disclaimer*—No member or any other individual may incur financial obligations in the name of the Club except as expressly provided for in these Bylaws.

B. *Officer Disclaimer*—Unless otherwise provided for in these Bylaws, no officer or Club director may authorize expenditures or shall obligate the Club to any purchase or repair or service or debt in any manner without the approval of a majority of the Board of Directors.

C. *Audits*—At least once a year an audit shall be conducted of the Club finances by a person designated by the Board of Directors. Such person may be a club member deemed qualified to conduct such an audit, or an outside consultant who may be paid for performing the audit.

D. *Dissolution of the Club*—If the Club ever dissolves, the assets will be liquidated and any proceeds after paying all debts and accounts payable will be divided equally among all the Regular members.

MEMBERSHIP ACCOUNTS

Members' accounts are kept separately and are to be billed monthly. Members are expected to pay their bills promptly and keep their accounts current. Charges incurred in each month are due 30 days from the invoice date and are considered past due if not paid within these 30 days.

E. *Service Charge*—A monthly service charge two percent (2%) of past due balances, will be added to that Club member's account balance for every month the account remains past due. The service charge shall be calculated on only the amount becoming overdue during the current billing month, not previous months' amounts, or earlier service charges (no compounding). Notice of this policy shall be included on every invoice/statement sent to members.

It is the responsibility of the member to make sure his account is kept current to avoid any service charges. These service charges collected shall be added to the Capital Improvement Fund.

F. *Credit Limit*—No member may exceed a total debt of over two thousand dollars without making a payment within ten days of an amount sufficient to reduce the account balance below this limit.

G. *Delinquent Account*—A Club member's balance that is two (2) months or more past due will be considered delinquent. The member may not schedule or fly a Club aircraft until all past due amounts are paid. A delinquent member's future dated bookings will be forfeited and deleted from the club scheduling system. When a Club member's account balance is delinquent and exceeds \$500 or the account becomes more than two (2) months in arrears, whichever comes first, the Treasurer must notify the member by certified mail or email that the member has thirty (30) days to bring the account current. After that 30-day grace period, the Board may act to reclaim the membership WITH NO COMPENSATION TO THE MEMBER. The member will be assessed a \$10 fee for each

required certified letter. Any charges or funds collected in excess of the member's balance shall be added to the Capital Improvement Fund. Except all Class "A" Student member delinquent charges will be directed to the Aircraft Purchase or Sale Fund.

Any member whose account is referred to club counsel for collection will be assessed a collection cost of 50% of the past due balance or the actual charge made by counsel, whichever is greater.

H. Insurance Liability—Any member who damages a Club aircraft shall be responsible for all expenses not paid by the club's insurance company. If it is determined that mechanical failure, not pilot error, was the cause of the damage, the club may choose to assume the member's responsibility with a unanimous vote by the board of directors.

INCOME

I. Dues—Monthly dues are set for the payment of the ongoing fixed expenses of the Club such as hangar rentals, insurance premiums, inspection costs, property taxes, Virginia aircraft licenses, standard annual inspections, not including maintenance and repair expenses, officer remunerations and bookkeeping costs. Monthly dues are set by the Board of Directors and are reviewed not less than semi-annually.

J. Aircraft Rates—Aircraft hourly use rates are set for the ongoing variable operating expenses of the aircraft such as fuel and oil, engine overhaul, propeller overhaul, and general expenses for the operation of the aircraft. Aircraft rates are set by the Board of Directors and are reviewed not less than semi-annually.

K. Assessments—Assessments are normally classified into these categories:

1. Repair Assessments: Repair assessments are divided equally among the number of Regular members at the time the assessment is issued. Repair assessments may be made by a majority vote of the Board of Directors.
2. Capital Improvement Assessments: Assessments for capital improvement to Club aircraft must be approved at a meeting that has been announced to all members by mail at least two weeks prior to that meeting. At the meeting so announced, approval of assessments for capital improvements shall require the affirmative vote of a majority of the total Regular membership. The assessment may be a one-time assessment, or a recurring periodic assessment as so voted.
3. Aircraft Purchase Assessment: Aircraft purchase payments are assessed each month in which membership sales funds are insufficient to cover the current monthly payment. This procedure is effective until the loan is liquidated, or longer should the aircraft's fund be in a negative position. This assessment is set by a vote of two-thirds of the total Regular membership when the membership votes on the purchase of an aircraft.
4. Other assessments: Additional assessments as deemed necessary by the Board of Directors may be approved by an affirmative majority vote of the total Regular membership, at a meeting that has been announced to all members by mail at least two weeks prior to that meeting. (i.e., monthly Aircraft Purchase or Replacement Fee.)

ACCOUNTING (Funds):

L. Separate Accounts—Separate accounting records are to be maintained for each aircraft, specifically, an engine overhaul fund, a propeller overhaul fund, and a general maintenance fund for all other routine maintenance of the aircraft. Separate accounts shall also be maintained for an Aircraft Purchase Fund, a Capital Improvements Fund, and a General Club Fund.

M. Aircraft Purchase or Sale Fund—The Club must raise at least twenty percent (20%) of a new aircraft cost before buying another aircraft. Prior to purchasing or selling an aircraft, all members must be notified in writing of the intention to buy or sell. Two-thirds of the total Regular membership must approve the purchase or sale of an aircraft at a meeting that has been announced to all members by mail at least two weeks prior to that meeting. In the event the club has approved an aircraft purchase and a new aircraft has been identified for purchase, but the club's current aircraft being used to fund a portion of the purchase is listed for sale but has not yet sold, the Board of Directors may opt to go ahead with the purchase as long as the cash is available to complete the transaction.

N. Capital Improvements Fund—This Fund shall be used to make capital improvements to Club aircraft. Expenditures of any capital improvement funds must be approved at a meeting that has been announced to all members by mail at least two weeks prior to that meeting. At that meeting so announced, expenditures for capital improvements shall require the affirmative vote of a majority of the total Regular membership. Normally, the Board of Directors will prepare a Capital Budget of proposed expenditures on an annual basis to be presented to the membership at the Annual Meeting. The Budget shall consist of proposed expenditures recommended by the Board and the Aircraft Managers, as well as the proposed means of financing, such as from the balances in the Capital Improvement Fund and/or proposed Capital Improvement assessments. This does not preclude special meetings for approving expenditures or assessments as may be deemed appropriate and allowed in the Bylaws. This Fund shall be financed by interest earned on Club finances, penalties/fines due the club, transfer / initiation fees, and periodic or onetime assessments provided for elsewhere.

O. General Club Fund – The Clubs' General Fund is the repository of all club cash assets and liabilities not otherwise specified and shall be used to pay the ongoing fixed expenses of the club such as hangar rentals, insurance premiums, inspection costs, property taxes, Virginia aircraft licenses, standard annual inspections (not including maintenance and repair expenses), officer remunerations and bookkeeping costs. Funding for the General Fund is acquired from the monthly dues paid by the membership.

P. Surplus Funds—The excess, net savings or surplus funds remaining in each account in the Treasury after all operating costs, capital purchases, and other expenses have been paid shall remain in the Club treasury for the purpose of that account. Excesses in the various operating funds may be used for the purpose of reducing the hourly rates for flying or for reducing the monthly dues, as appropriate, as shall be determined by the Board of Directors. The excess in any event shall not be distributed to the members for their individual use.

Q. Remunerations – Some officers of the club are credited a monthly remuneration on their statement for service to the club. These officers and amounts are as follows:

Treasurer - \$120
Assistant Treasurer - \$120
Aircraft Manager - \$50
Membership Chair - \$50
Secretary - \$50

ARTICLE VI

Pilot Regulations

A. Compliance—All members of the Club shall comply with all Federal Aviation Regulations, State Laws, Airport Regulations and Club Bylaws and Club Operating

Rules and applicable insurance requirements while operating Club aircraft. Student pilot restrictions are described in the Club Operating Rules.

ARTICLE VII

Amendments to the Bylaws

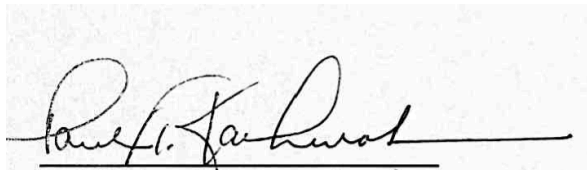
These Bylaws may be altered, amended or repealed and new Bylaws adopted, not to conflict with the corporate structure, by a vote of the members representing a majority of the total Regular membership (excluding club owned shares) at any Annual meeting or, by a vote of the members representing a majority of the total Regular membership (excluding club owned shares) at any scheduled meeting convened for the purpose of modifying the Bylaws, provided: a) notice of such meeting is announced to each regular member by mail at least two weeks prior the meeting, and b) the proposed modifications have been sent with the notice of such a meeting.

These bylaws were amended and ratified by a majority of the club members at the annual Wing Nuts meeting on Feb 7, 2023.



Roger A. Scott
President

Date: 02/07/2023



Paul Kachurak
Treasurer

Date: 2/21/23