

**FORD EAGLES FLYING CLUB
CONSTITUTION**

October 9, 1991

PREAMBLE

Upon the concept that flying is no longer beyond the reach of people of moderate means, and that it is entirely feasible for a group to jointly own and operate one or more airplanes for the mutual benefit and pleasure of each, at cost, it is the purpose of this group to form a non-profit corporation. With that end in view, be governed by the following constitution and by-laws.

ARTICLE I

NAME

This corporation shall be known as the Ford Eagles, here-in-after referred to as the Corporation.

ARTICLE II

OBJECTIVES

SECTION 1 To own and maintain one or more airplanes for the mutual use of members.

SECTION 2 To influence new members in the direction of intelligent use, competency, skill, and knowledge of aircraft in the mutual interest of the Corporation, their fellow members, and themselves.

SECTION 3 To establish a fund for the replacement of obsolete and worn out equipment and to guarantee the self-perpetuation of the Corporation.

ARTICLE III

QUORUM

SECTION 1 A quorum shall consist of 50% plus one (1) of the total members of the Corporation for all new member admissions; all expenditures over \$500.00; and election of officers.

SECTION 2 All other times during regular or special membership meetings, a quorum must consist of nine (9) members of the Corporation to transact business.

SECTION 3 In either of these cases a simple majority vote is required.

ARTICLE IV

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MEMBERSHIPS

SECTION 1 The Corporation shall be composed of 24 members.

SECTION 2 Candidates for ownership in the Corporation shall fill out an application for membership and after approval by a vote of the members, and payment of the initiation fee requirements, shall be admitted as members.

SECTION 3 The initiation fee shall be \$10.00 (ten dollars) which must be paid before any individual can fly a Corporation aircraft. At the same time, new members must purchase a share of the Corporation assets.

SECTION 4 Monthly prepaid expenses shall be established by the members.

SECTION 5 To qualify as a member in good standing, a person must comply with the following requirements:

- (a.) Member's monthly share for prepaid expenses must be paid in full.
- (b.) Member's flying bill must be paid in full.
- (c.) Member must be free of all charges and violations.

SECTION 6 A member wishing to withdraw from the Corporation may do so at any regular meeting, either in person or by letter. A member wishing to withdraw may sell his share to an individual, or upon approval by the board of directors, to the Corporation.

If the member sells his share to an individual, the individual must understand that acceptance by the Corporation must be made by the membership at its regular meeting.

The Corporation may offer to purchase the member's share for a dollar amount to be determined by the board of directors, less any money owed to the Corporation by the withdrawing member. Payment will be made to the withdrawing member as soon as the Corporation deems possible.

A member, on leaving the Corporation, shall be responsible for all dues and fines owed to the Corporation until the member's share is sold to a new member, or is purchased by the Corporation.

ARTICLE V

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ANNUAL ELECTION

- SECTION 1 Election of officers and the board of directors shall take place annually at the regular meeting in December.
- SECTION 2 Candidates shall be nominated at the regular meeting in November. To be nominated, candidates must be members of record of not less than six months prior to election, however, if a member of six months standing is not available, a two-thirds quorum vote shall qualify a nominee.
- SECTION 3 Absentee ballots shall be mailed to all members with their notice for the regular December meeting. The election results will be determined at the regular December meeting through an accounting of returned absentee ballots and votes cast by those members present at that meeting, the combined total of which must exceed 50% plus one (1) of the total number of members.
- SECTION 4 For each office, the nominated candidate receiving the majority of votes shall be elected. The new officers and board will be installed at the regular meeting in January.

**ARTICLE VI
OFFICERS**

- SECTION 1 The officers shall be President, Vice President, Secretary, Treasurer, Assistant Treasurer, Operations Officer, and Assistant Operations Officer.
- SECTION 2 President. The president shall manage the business of the Corporation and shall see that all resolutions of the membership and board of directors are carried out. The president shall preside at all meetings of the membership and board of directors.
- SECTION 3 Vice-president. During the absence or disability of the president, the vice-president shall possess all powers and functions of the president.
- SECTION 4 Secretary. The secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors. The secretary shall keep the original copy of the constitution, by-laws, amendments, member applications and sales agreements.
- SECTION 5 Treasurer. The treasurer shall have charge of the funds of the Corporation and shall keep complete and accurate account books of corporate receipts and payments. The treasurer shall deposit all money in the name and to the credit of the corporation in such banks, or other depositories as designated by the board of directors, and shall disburse the funds of the corporation as may be ordered by the board of directors, or the president. The treasurer shall prepare and present financial reports to the membership at each regular meeting and at any special meeting upon the request of the board of directors. In addition, the treasurer shall prepare and present an annual report to the membership which shall summarize the corporation's expenses during the preceding calendar year and at the disgression of the treasurer may include financial recommendations for the consideration of the membership. The treasurer shall be responsible for ensuring that accounting measures are in compliance with state and federal regulations for a non-profit corporation.

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SECTION 6 Assistant Treasurer. During the absence or disability of the treasurer, the assistant treasurer shall possess all powers and functions of the treasurer.

SECTION 7 Operations Officer. The operations officer shall be responsible for the airworthiness of Corporation aircraft in compliance with applicable Federal Aviation Regulations (FARs). All routine maintenance performed on Corporation aircraft, and non-routine maintenance which may be prescribed from time to time by the board of directors, or a resolution of the membership, shall be carried out under the direction of the operations officer. The operations officer shall prepare and present maintenance reports to the membership at each regular meeting and at any special meeting upon the request of the board of directors.

SECTION 8 Assistant Operations Officer. During the absence or disability of the operations officer, the assistant operations officer shall possess all powers and functions of the operations officer.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1 There shall be a board of directors composed of the President, Vice President, Secretary, Treasurer, four members at large and the current past president.

SECTION 2 At each annual election, two members at large shall be elected as directors to two (2) year terms, to assure a staggered term of office for the directors.

SECTION 3 In the event that the current past president is not available, his chair shall be filled by electing a fifth member at large to the board of directors.

SECTION 4 The business and affairs of the Corporation shall be managed by the board of directors.

SECTION 5 Special meetings of the board of directors may be called by, or at the request of, the president or any two directors. Directors must be notified by mail, in person, or by telephone at least two (2) days in advance of a special meeting.

SECTION 6 Special emergency meetings of the board of directors may be called by, or at the request of, any officer for the limited purposes of authorizing unscheduled maintenance as necessary to return Corporation aircraft to an airworthy condition, or in the event of an accident involving a Corporation aircraft. An attempt should be made to contact all directors, either in person, or by telephone at least one (1) hour in advance of an emergency meeting.

SECTION 7 A majority of the number of directors shall constitute a quorum for the transaction of business. Five (5) directors must agree on any act for that act to be an act of the board of directors.

SECTION 8 The board of directors shall have the authority to:

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- (a.) Represent the Corporation's interest and handle all Corporation business between regular membership meetings.
- (b.) Select an aircraft insurance policy.
- (c.) Determine, at any point in time, if a member is qualified to use Corporation aircraft.
- (d.) Approve flight instructors to act as check pilots for the Corporation.
- (e.) Set the hourly use fees for Corporation aircraft.
- (f.) Authorize major repairs to Corporation air- craft.
- (g.) Authorize the sale of a member's share to the Corporation and to determine the purchase price to be offered for such a share.
- (h.) Determine if a member is guilty of conduct unbecoming a member, or of violating the constitution or by-laws of the Corporation, or of violating the FARs, or of abuse or neglect of Corporation property for the purpose of levying fines, penalties or expelling that member.
- (i.) Levy fines or penalties against any member.
- (j.) Expel any member.

ARTICLE VIII

RESIGNATIONS

- SECTION 1** All officers and members of the board of directors shall have the privilege of resigning, provided that they are clear of any charges or violations. They must declare their intent to resign in person, or in writing, one meeting prior to the effective date of their resignation.
- SECTION 2** A vacancy in any office may be filled at any regular meeting by a special election. Special elections may be held as the occasion demands.

ARTICLE IX

MEETINGS

- SECTION 1** Regular meetings shall be held on the second Wednesday of each month.

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SECTION 2 Notice of regular meetings shall be mailed to each member by the Treasurer at least five days prior to the date of said meeting.

SECTION 3 Special meetings of the membership can be called by the President, or any three (3) members of the board of directors. Members must be notified by mail, in person, or by telephone at least five (5) days in advance of a special meeting.

ARTICLE X

AMENDMENTS

SECTION 1 This constitution may be amended at any regular meeting by a quorum vote provided the proposed amendments have been read at a previous meeting.

SECTION 2 By-laws may be adopted, amended or repealed at any regular meeting by a quorum vote.

SECTION 3 Absentee ballots are approved for voting on the above mentioned matters. This ballot may be sent by the member to the Corporation secretary or treasurer, or may be called in by phone to any Corporation officer. This ballot may be volunteered by the member or solicited by one or more of the Corporation officers. The ballot should contain the following information:

Member's Name	Date
Matter Subject to Vote	Vote Pro or Con
Member's name submitting ballot	How acquired

SECTION 4 All amendments shall be dated and signed by the president.

SECTION 5 A copy of any amendments shall be provided to all members.

ARTICLE XI

ASSESSMENTS

SECTION 1 Members may be assessed annually for their individual share of the total funds required to maintain a minimum share value of the Corporation equal to the original purchase price of Corporation aircraft plus the current cost of the annual insurance policy for those aircraft.

SECTION 2 Members may at any time be assessed for unusual expenses of the Corporation. Unusual expenses include any costs over and above that which is required to maintain Corporation aircraft in their originally purchased condition. Installing avionics equipment of a type that was not included in Corporation aircraft when they were first acquired is an example of an unusual expense. By contrast, replacing an obsolete or unrepairable piece of avionics equipment should be reflected in the aircraft hourly use fee as it is an expected maintenance cost.

SECTION 3 Any assessment must be adopted by a quorum vote of the membership.

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SECTION 4 An individual member's share of an assessment may be paid in several monthly installments, the total number of which shall be specified at the time the assessment is adopted.

ARTICLE XII

FINES AND PENALTIES

SECTION 1 The board of directors may levy fines, or penalties against any member for violating FARs, or the constitution and by-laws of the Corporation, or of other conduct unbecoming a member. Fines, or penalties may also be imposed by the board of directors against any member for abuse or neglect of Corporation property, infringement of the rights of other members, or for delinquency in payment of bills.

SECTION 2 Fines imposed for any offense, excluding delinquency of payment of flying bill, at the discretion of the board of directors, shall be a minimum of five (5) dollars.

SECTION 3 Penalties imposed by the board of directors can include, but are not limited to, the following.

(a.) Suspension of a member's qualification to use Corporation aircraft.

(b.) Forfeiture of membership in the Corporation.

SECTION 4 A member found guilty of violating the FARs or the constitution and by-laws of the Corporation, or of other conduct unbecoming a member, shall by virtue thereof, depending upon a decision of the board of directors, forfeit his share which shall revert to the Corporation and be offered to the next available applicant who has been approved according to the regular procedure governing applications for membership. In any event, the Corporation is under no obligation to reimburse the former member until his place is filled and then only to the amount remaining after all dues, fines, and penalties, have been deducted.

SECTION 5 A member's corporate share will be offered for sale by the Corporation on the 20th of the third month of any delinquency. The delinquent member will forfeit his membership upon sale of the corporate share. The delinquent member will be reimbursed after the sale of the corporate share, less any delinquent dues, fines, or penalties as determined by the board of directors.

ARTICLE XIII

DISSOLUTION OF THE CORPORATION

The Corporation shall not have the power to dissolve itself while there are five dissenting members.

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AMENDMENT I

(Proposed 01/13/93, Ratified 03/17/93)

PREREQUISITES FOR MEMBERSHIP

To be eligible for membership in the Ford Eagles an applicant must hold an FAA Private, Commercial, or Air Transport pilot certificate, and a current FAA medical certificate.

