

# ORANGE COUNTY SOARING ASSOCIATION, INCORPORATED

BYLAWS  
Revised Feb 15, 1999

## ARTICLE I Name

This Association shall be known as the Orange County Soaring Association, Inc.

## ARTICLE II Objective

The objective of the association shall be to provide facilities and proper organization for the promotion of soaring activities for the Association members and their families.

## ARTICLE III Executive Officers

The Executive Officers of the Association shall be a President, Vice President, Secretary and Treasurer, elected at the annual meeting of the members in November, and holding office for a twelve month period. All officers must be active members of the Association.

## ARTICLE IV President

1.The President shall be the Chief Executive Officer of the Association. He shall preside at all the meetings of the Association and the Board of Directors. He may call any special meeting of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Association, and shall execute with the Secretary, in the name of the Association, all certificates of membership, contracts, and instruments other than checks which have first been approved by the Board of Directors.

2.The President shall be responsible to the Board of Directors for the operation of the Association. He shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all members for every type of flight operation. He shall recommend for approval to the Board of Directors all operation rules of the Association and shall report with recommendations all violations of such rules by any member of the Association.

3.He shall appoint the membership of all committees.

## ARTICLE V Vice President

1.The Vice President shall be vested with all the powers and shall perform the duties of the President in case of the temporary absence or disability of the President.

2.The Vice President shall also perform such duties in connection with the operation of the Association as he may undertake at the suggestion of the president.

## ARTICLE VI Secretary

1.The secretary shall keep the minutes of all proceedings of the members and of the Board of Directors. He will serve the notices of all meetings of the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member of the Association, the book of the Bylaws, the Corporate seal, and such other books and papers as the Board of Directors may direct. He shall execute all certificates of membership, contracts and instruments which have first been approved by the Board of Directors. In the absence or disability of the Treasurer, and under the direction of the President, he shall execute in the name of the Association, checks for expenditures authorized by the Board of Directors.

2.Upon approval of the membership at an election, the offices of Secretary and Treasurer may be combined and held by one person to be known as the Secretary-Treasurer. Combined duties for this office shall be as provided for each office.

3.The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

4.The Secretary shall also perform such duties connected with the operation of the Association as he may undertake at the suggestion of the President.

## ARTICLE VII Treasurer

1.The treasurer shall execute in the name of the Association all checks for the expenditures authorized by the Board of Directors. He shall receive and deposit all funds in the bank selected by the Board of directors. He shall

also account for all receipts, disbursements, and balance on hand. All checks in excess of \$500 must be countersigned by the President or Secretary.

2.The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

3.The Treasurer shall also perform such duties as connected with the operation of the Association as he may undertake at the suggestion of the President.

4.See Article VI, Paragraph 2, for the combined Secretary-Treasurer office.

#### ARTICLE VIII Meetings of Members

1.All meetings of the members, except as otherwise provided, shall be held at a place to be determined by the President.

2.Meetings shall be monthly on the day decided upon by the Board of Directors.

3.The annual meeting shall be held during the month of December or at such a time as the Board of Directors shall determine.

4.Notice of the annual meetings of the members shall be given by written notice mailed to each member at his last known address at least five days before such meeting, or published in the Club Newsletter prior to such meeting.

5.Special meetings of the members may be held at such time and place as the President may determine, or may be held by a majority of the Directors, or by written petition of at least two members. It shall be the duty of the Secretary to call such meetings within thirty days of such demand.

6.Notice of special meetings shall be given in a like manner as the notice required for the regular annual meetings. If all the members shall be present at such a meeting, any business may be transacted without previous notice.

7.The President or in his absence the Vice President, or in their absence another member of the Board of Directors, shall call the meeting of the members to order and shall act as presiding officer.

8.At the Annual ~~November~~ meeting of the members, the members shall elect by ballot the Officers and directors as constituted by these Bylaws. These Officers and enough additional officers to make a total of seven shall be known as the Board of Directors.

9.At every meeting of the members, each member shall have one and only one vote.

10.A majority of the members present is necessary for the adoption of any resolution and for the election of any member to the Board of Directors. Members who are unable to attend a meeting concerned with business of the organization shall have the privilege of voting an absentee ballot. Such ballots must be cast in advance of the meeting in sealed envelopes which are to be opened at the time of counting during the regular meeting at which balloting takes place.

11.The right to vote on matters concerning operation of the Flight Group, operating expenses, amendments to the Bylaws, or any activity affecting the Association treasury shall be reserved for the members of the Flight Group in good standing.

12.Any member of the Board of Directors may be recalled by a majority vote of the members. A recall vote may be called for by a written petition of at least two members submitted to the presiding officer at any meeting of the members.

#### ARTICLE IX Directors

1.The powers, business, and property of the Association shall be exercised, controlled and conducted by the Board of Directors of seven members. The Board of Directors shall be made up of the Officers of the Association and any additional members to make a total of seven. The President and at least three other members of the Board must be Flight Group members in good standing. These Officers and Directors shall be elected at the annual meeting of the members.

2. In case of a vacancy on the Board, the remaining Directors shall fill such a vacancy by appointment from the membership. If three or more vacancies occur at any one time, they shall be filled by a vote of the members at a meeting duly called.
3. Regular meetings of the Board of Directors shall be held once a month at a time and place to be determined by the President.
4. Special meetings of the Board of Directors shall be called at any time on order of the President or any two Directors.
5. Notice of special meetings of the Board of Directors, stating the time, place and in general terms the purpose thereof, shall be mailed or personally given to each Director not later than five days before the day appointed for the meeting. If all Directors shall be present at any meeting, any business may be transacted without previous notice.
6. Four Directors shall constitute a Quorum of the Board at all meetings, and the affirmative vote of at least three of the Directors shall be necessary to pass any resolution or authorize any act of the Association.
7. Each member of the Board of Directors shall serve without reward or compensation.
8. The Board of Directors shall cause to keep a complete record of all acts and proceedings of its meetings, and shall publish a full statement showing in detail the condition of affairs of the Association.
9. The Board of Directors shall have the power and authority to comprise and enforce all rules and regulations pertaining to the use and operation of Association property.

#### ARTICLE X Vacancies

If the office of President, Vice President, Secretary or Treasurer become vacant for any reason, the Board of Directors shall elect a successor who shall hold the office for the unexpired term.

#### ARTICLE XI Safety Board

1. For each accident or incident involving either a member of the Association or any equipment belonging to the Association, providing that such accident or incident results in damage to equipment, or where any personal injury, a Safety Board shall be designated by any Director who is present at the time of accident or incident and is not involved therein, or if no such Director is present, by the first Director appraised of the accident or incident. Each person involved in any accident or incident must file a written report with the Safety Officer within seven days.
2. The Safety Board shall consist of three members of the Association who were not involved in the accident or incident.
3. The Safety Board shall take all steps necessary to ascertain the Facts, conditions and circumstances of the accident or incident; shall arrive at conclusions regarding the probable cause and responsibility for said accident or incident and shall make known to the Board of Directors and to all parties involved in the accident or incident its findings in the form of a written report.

#### ARTICLE XII Hearings and Financial Responsibility

1. The Board of Directors, upon receipt of the findings of the Safety Board, shall offer to all parties involved in the accident or incident the opportunity of a hearing. After the hearing, or if such hearing is waived by all parties involved, the Board of Directors shall decide the responsibility for the accident or incident and take such steps as might be necessary to correct the situation. The Board may establish work parties and/or assess the members of the Flight Group to effect repair of damaged equipment, (See Article XIV, Section 1.) A Flight Group member found guilty of negligence in an accident may have flight privileges restricted or withdrawn. In extreme instances, with unanimous decision of the Board of Directors, he may be assessed up to the amount of the insurance deductible where extensive damage has been done to club equipment. The Board of Directors shall institute regulations to prevent similar accidents or incidents from occurring in the future.
2. Financial or other responsibilities for repairing or replacing equipment damaged through an accident shall be borne by the members of the Flight Group. Assessment to Flight Group members may be made in accordance with Article XIV, Section 1 of these Bylaws. Unless otherwise authorized, all financial obligations shall be satisfied within thirty days of written notice.
3. The Board of Directors shall direct the Treasurer to secure adequate insurance of equipment.
4. The Board of Directors shall direct the Treasurer to establish and maintain a no fault insurance fund for the purpose of paying the insurance deductible in case of an accident. The dollar amount of this fund shall be

comprised of the insurance deductible divided by the number of club instructors, club tow pilots, and the active members of the Flight Group. This insurance fee shall be assessed immediately upon an accident.

### ARTICLE XIII MEMBERSHIP

1. Any person may become a member of the Association upon the approval of two thirds of the Board Members present at any meeting. All memberships will have a six month probationary period during which time the member may be expelled for any reason by a majority vote of the Board of Directors.

2. A person approved for membership shall be deemed a member upon payment of annual dues or one day membership dues, in advance, and upon signing an application for membership. All Flight Group members of the Association must maintain active membership in the Soaring Society of America.

3. A member may withdraw from the Association at any time by giving written notification to the Secretary or Treasurer.

4. Any member who has failed to pay his dues, or any sum due the Association, within sixty days after sum is due, shall be considered a delinquent member and shall be automatically suspended from flying the aircraft and shall forfeit voting privileges. When a delinquent member fails to pay the sum due, or to make appropriate arrangements with the Board of Directors for payment of said sum within four months of the date due, the member shall be considered to have terminated his membership, and be so acted upon.

5. A General Member may be expelled from the Association by a seventy-five percent vote of the entire membership voting in a secret ballot. Ballots for this purpose shall be prepared by the Secretary. Members who are unable to attend a meeting concerned with the business of expelling a member shall have the privilege of voting absentia. Such ballots must be cast in advance of the meeting in sealed envelopes which are to be opened at the time of counting during the regular meeting at which balloting takes place. Thirty days notice shall be given to each member who shall have the right to be heard either in person or by counsel at a meeting called for that purpose.

6. Any member, upon paying of proper fees, and upon acceptance by the Board of Directors, shall be deemed an active member of the Flight Group.

7. The spouse, and/or dependents between the age of twelve to twenty years inclusive, of any member in good standing of the Association, upon payment of regular membership dues, shall be deemed a family member. Said member, upon payment of the monthly flight fee and fifty percent of the initiation fee, shall become a member of the Flight Group. When he/she is capable of solo flight, as ascertained by a club instructor, the second half of the fee becomes due and payable.

8. A member of the Flight Group may be expelled from the Flight Group by a majority vote of all Board of Directors only when a member has given cause to do so.

9. Cause for expulsion shall be: gross negligence in operation of equipment with disregard for the safety of the equipment owned by the entire Association; continued violation of operating rules; willful damage to equipment; and continued violation of Federal Aviation Regulations.

10. No member of the Flight Group may be expelled from the Flight Group without first being offered the chance to be heard at a hearing called for the specific purpose of examining the cause for expulsion. Hearings are to be closed to all persons other than Board Members and the member being heard.

11. A Flight Group member may request and receive a Leave of Absence from the Flight Group upon presentation to the Board of a valid reason for such request, (see Introductory Sheet, Section 12 for valid reasons). The Flight Group member must have been a dues paying member in good standing for at least 12 months before such a request may be granted. A member may remain on leave as long as he retains active membership in the Association and the Soaring Society of America. He may re-enter the Flight Group upon written request to the Board. In doing so, the member must remain a dues paying member in good standing for an additional 12 months before a subsequent request for a Leave of Absence may be granted.

12. A Flight Group member may request and receive Reserve Status if he meets the following requirements. Reserve Status may be granted upon 1/3 ownership of a currently annualized sailplane and three continuous years as an active Flight Group member. A written request for a change to this category must be presented to the Board of Directors and all dues and assessments must be current. Flight Group Reserve Members shall maintain their General OCSA and SSA membership and will be assessed an additional annual Maintenance Fee of -one months Flight Group Dues plus \$20- in order to support club equipment maintenance and financial requirements. Reserve Members must pass the annual OCSA checkride as required by club rules and, except for that checkride, will be assessed a Daily Use Fee of -one half the monthly dues of Flight Group members- per daily use

of club equipment (aircraft, parachutes, barographs, etc). Payment of the Daily Use Fee must be manifested on the day of equipment use as provided in current club rules. Those Reserve Members not electing to pay the additional annual Maintenance Fee will not have PIC use of the club aircraft and equipment and will automatically revert to the General Membership classification and benefits. Member may subsequently be reinstated to Flight Group Reserve Member status provided eligibility requirements are met and Flight Group has open space available, otherwise will be put on the waiting list in normal order of Flight Group request received.

#### ARTICLE XIV Assessments

Except in cases covered by Article XII, assessments may be made by an affirmative vote of two thirds of the membership present in the Flight Group.

#### ARTICLE XV Committees

Three standing committees may be appointed by the President:

1. Technical Committee of three members; it shall have charge of all experimental and development work carried on, and licensing, periodic inspection and maintenance and maintenance of Association equipment.

2. Program Committee whose duties shall be to plan programs for meetings and social functions.

3. Safety Committee of at least three members; they shall plan, originate, and formulate, supervise and enforce all rules for the use and operation of equipment. All such duties must be approved by the Board.

#### ARTICLE XVI General

Each member must feel responsible to all other members for the safety of the aircraft, parachutes, radio and all other equipment. No member should take any unnecessary chances with the equipment of which he owns only a part, and no member should take more than his reasonable share of flying time. Each member should act and feel as a part owner of the equipment.

#### ARTICLE XVII Surplus

The net savings or surplus remaining after expenses have been paid shall remain in the Treasury for the purchase of new equipment, for contingencies, or for the purpose of reducing the hourly rates for flying as shall be determined by the Board. The net savings in any event shall not be distributed to the members for the individual's use.

#### ARTICLE XVIII Amendments

1. These Bylaws may be repealed, amended, or new Bylaws adopted at any meeting of the members by a two thirds majority vote of the Flight Group members present per Article VIII, Section 11.

2. One third of the Flight Group members in good standing shall be considered a quorum.

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