

# **Bylaws of Puget Sound Soaring Association, Inc.**

## **Article I -Name and Principal Office**

1. The name of this corporation shall be the PUGET SOUND SOARING ASSOCIATION, INC (PSSA).
2. The principal office of this corporation shall be at the residence of the Treasurer.

## **Article II -Purpose**

1. The purpose of the corporation shall be to provide flying facilities and equipment for its members on a non-profit basis and to encourage their training. It shall also be the aim of this corporation to promote fellowship and commingling in gliding and soaring among its members and in the local community.

## **Article III -Membership**

1. New members may be admitted and duly elected to the Corporation upon the affirmative vote of  $\frac{2}{3}$  of the Regular class members or  $\frac{2}{3}$  of the Board of Directors.
2. Except as noted, all members shall be entitled to participate in all Corporation activities and to utilize all Corporation equipment, subject to such rules and regulations as provided in the Corporation Bylaws and in the Operations Rules.
3. Membership in the corporation shall consist of six classes: Regular, Associate, Instructor, Towpilot, Temporary, and Social. Members may hold more than one class of membership and will then be entitled to the broadest privileges of the membership classes held.
4. Regular class consists of Regular members and Family members who may hold office and can vote. A person shall be deemed a Regular member upon purchase of a share of the Corporation for an amount set by the Board of Directors, payment of an Initiation Fee as set by the Board of Directors, and being duly elected. A person shall be deemed a Family member upon payment of an Initiation Fee as set by the Board of Directors and being duly elected to the Corporation. A Family member's dues shall be  $\frac{1}{2}$  that paid by a Regular Member, and a Family member must be the spouse or domestic partner of a Regular member.
5. Associate class consists of Associate members and Youth members. Associate members and Youth members shall be entitled to participate in all Corporation activities excepting that they shall not hold office or vote. A person shall be deemed an Associate

member upon payment of such fees as determined by the Board of Directors and being duly elected to the Corporation. Associate member dues shall be the same as Regular member dues. Associate member term is limited to one year. A Youth member is a person who would otherwise be an Associate member but is under the age of 21. A person shall be deemed to be a Youth member upon payment of fees equivalent to that of an Associate member except as may be amended by the Board of Directors and being duly elected to the Corporation. Youth member dues shall be ½ that paid by an Associate member. Youth members under the age of 18 require written parents/guardian consent.

6. Regular and Associate class members may withdraw from the Corporation as follows:
  - a. Written notification of intention to withdraw to the Secretary.
  - b. Fulfillment of all obligations to the Corporation.

Regular membership share of the Corporation may then be sold to anyone newly becoming a Regular member in the Corporation. A member is responsible for selling his or her membership, but the Corporation will normally aid the member in this sale. The Corporation cannot guarantee repurchase of Regular membership shares.

7. Instructor class membership consists of Instructor members and Dues-Paying Instructor members. All Instructor class members serve as volunteers. Instructor class members are not required to purchase a share in the Corporation nor pay an initiation fee. Instructor class membership allows use of Corporation equipment for the purposes of instruction, currency, flight review, and demo rides if approved by the Board of Directors to do so. Selection of the Instructor class members shall be regulated and approved by the Board of Directors.

Instructor members shall not pay dues, enjoy private use of Corporation aircraft, hold office or vote.

Dues-Paying Instructors are Instructor class members who want the privilege of private use of Corporation gliders. They shall pay dues plus any club assessments as set by the Board of Directors, and may hold office or vote only if they are Regular members.

8. Towpilot class membership consists of Towpilot members and Dues-Paying Towpilot members. All Towpilot class members serve as volunteers. Towpilot class members are not required to purchase a share in the Corporation nor pay an initiation fee. Towpilot class membership allows use of Corporation equipment for the purposes of instruction, currency, flight review, and demo rides if approved by the Board of Directors to do so. Selection of the Towpilot class members shall be regulated and approved by the Board of Directors.

Towpilot members shall not pay dues, enjoy private use of Corporation aircraft, hold office or vote.

Dues-Paying Towpilots are Towpilot class members who want the privilege of private use of Corporation gliders. They shall pay dues plus any club assessments as set by the Board of Directors, and may hold office or vote only if they are Regular members.

9. Temporary class members consist of 30-Day Temporary members and Daily Temporary members. Temporary members shall not hold office or vote. The 30-

Day Temporary member pays a one-time non-refundable fee set by the Board of Directors and receives one introductory flight. The 30-Day Temporary member may take additional flights within the 30-day period with a club instructor (no solo flying), while paying club tow and glider flight fees. If within the 30-day period the member becomes a Regular or Associate member, a portion of the 30-Day Temporary membership fee may be applied toward the PSSA member initiation fee. The Daily Temporary member pays a daily flight fee as set by the Board of Directors. The Daily Temporary member must have a glider rating, must be a Soaring Society of America (SSA) member, and must pay regular PSSA tow fees and, if applicable, glider flight fees for all flights. The 30-Day Temporary member may fly as pilot-in-command (not solo) of PSSA gliders with PSSA instructor endorsement. For a Daily Temporary member to fly a privately owned glider, he/she must have evidence of insurance and have at least one orientation flight in a PSSA glider with PSSA instructor endorsement; this requirement may be relaxed by the Board of Directors on a case by case basis.

10. Social class membership provides opportunity for members no longer actively flying to stay associated with the club for the purpose of maintaining a relationship and connection to the soaring community. Social class members pay an annual fee set by the Board of Directors and receive one glider ride gift certificate. The certificate may be used by the Social member, or be given to a person of their choosing. No holder of a Social membership gift certificate may sell or exchange the certificate in any way for monetary purposes. Social members do not have voting rights, may not hold office and are not entitled to utilize Corporation aircraft except as a passenger.

11. Active members are members who are not on inactive status per Article VIII, or have not been removed, suspended, or expelled per Article VII. Only Active members shall be able to vote and use Corporation equipment.

## Article IV -Meetings

1. One Annual Meeting of the members shall be held each year at a time and place to be determined by the Board of Directors. The annual meeting is for the purpose of receiving the annual reports of the Corporation Officers, Directors and Committees; for the election of Officers and Directors; for establishing dues, fees and other compulsory charges; and for such other business as may properly come before such meeting. Notice of the Annual Meeting shall be sent by the Secretary to each member by mail or commonly used electronic communication not less than fifteen (15) days before the meeting. The notice shall set forth the time, place and agenda of such meeting.

2. Monthly Business and Social Meetings shall be held as scheduled by the Board of Directors. The Board may change the date of any regular meeting provided members are notified one week in advance.

3. Special Meetings may be called at the discretion of the President, or a majority of the Directors, or by written petition of at least one fourth ( $\frac{1}{4}$ ) of the Active

voting members. It shall be the duty of the Secretary to call such meetings within ten (10) days after such demand. Notice of Special Meetings of Members, stating the time, and in general terms, the purpose thereof shall be given to each Member at least five (5) days before such meeting. No business other than specified in the notice of the meeting will be transacted at a Special Meeting of the Corporation. Should all Active voting members be present at any meeting, any business may be transacted without any notice.

4. Quorum. The presence in person or by proxy of one quarter ( $\frac{1}{4}$ ) of the Active voting members of the Corporation is necessary to constitute a quorum at each Annual, Monthly or Special Meeting.

5. Proxies. The right of proxy representation and voting at business meetings of the Corporation may be exercised by the voting members or the Directors. Proxies shall be written and shall contain the names of the member and the proxy, the date, identify the meetings at which the proxy is to be exercised, the signature of the member giving the proxy, and shall specify the time of expiration of the proxy. Proxies may be either instructed or uninstructed and may be used to obtain a quorum for the transaction of business.

6. Rules of Order. Robert's Rules of Order shall prevail concerning methods of procedures at business meetings.

## Article V -Board of Directors

1. The Board of Directors shall consist of five members: President, Vice-President, Secretary, Treasurer, and a Member at Large. The board will delegate officers and members to assume responsibilities for Operations & Safety, Maintenance, and Training; those respective duties are described below.

2. The government of the Corporation shall be vested in the Board of Directors, who shall have the power to make all necessary contracts, to borrow money, to secure the same by mortgage, or deed of trust to the property of the Corporation, and as evidence of the indebtedness secured by such mortgage or deed of trust, to issue bonds therefore, to pay and discharge all debts, and to do all matters and things necessary or incident to, or in aid of, the carrying out of the aim and purpose of the Corporation; and they shall have the charge and control of all its property, and may levy assessments upon the Members in the manner and subject to such rules, regulations and restrictions provided in these Bylaws. Any assessment recommended by the Board of Directors must be approved by a three-fourths ( $\frac{3}{4}$ ) vote of the entire Active voting membership before becoming effective. The vote on any assessment shall be by written ballot. Any decision of the Board of Directors may be repealed by an affirmative vote of three-fourths ( $\frac{3}{4}$ ) of the entire Active voting membership.

3. Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President. Three Directors shall constitute a quorum of the

Board at any meeting, and the affirmative vote of at least three directors shall be necessary to pass any resolution or authorize any act of the Corporation.

4. Vacancies. Any vacancy in the Board of Directors occurring during the year due to death, resignation, removal, or from any other cause, shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors. An exception to this rule shall be that in the event of two (2) or more vacancies in the Board of Directors occurring at any one time, they shall be filled by vote of the Active voting members at a meeting duly called.

5. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these Bylaws. No officer or any member of the Board of Directors shall be interested either directly or indirectly in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing supplies or equipment thereto, unless specified exception is made by the affirmative vote of two thirds ( $\frac{2}{3}$ ) of the Active voting members. The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings, and to present a full statement at the Monthly Meetings of the Members, showing in detail the condition of the affairs of the Corporation.

6. Officers shall hold office for twelve months or until their successors are elected and qualified.

## Article VI -Officers

1. President. The President is the chief executive officer of the Corporation. The President shall preside at all membership meetings and at all meetings of the Board of Directors, shall appoint all committees with the approval of the Board of Directors, shall be an ex-officio member of all committees, shall sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors, shall appoint and discharge agents and employees, or delegate this duty subject to approval of the Board of Directors, and shall have general supervision over the management of all affairs of the Corporation.

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

The Vice President shall also perform such duties in connection with the operation of the Corporation as may be undertaken at the direction of the President.

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

a. Keeping the minutes of all proceedings of the Members and of the Board of Directors for posting to the PSSA website and in retrievable electronic format.

- b. Attend to the giving and serving of notices of all meetings of the Members and of the Board of Directors.
- c. Maintain a proper membership roster showing the name of each Member of the Corporation, the book of Bylaws, the Corporation Seal, if any, and such other books, records, and papers, as the Board of Directors may direct (this duty may be delegated to or shared with the Treasurer).
- d. The Secretary shall also perform such duties connected with the operation of the Corporation as may be undertaken at the direction of the President.

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

- a. Executing in the name of the Corporation all checks for expenditures authorized by the Board of Directors.
- b. Receiving and depositing all funds of the Corporation in the bank(s) selected by the Board of Directors, which funds shall be paid out only by checks as herein before provided.
- c. Accounting for all receipts, disbursements and balance on hand.
- d. Preparing an Annual Financial Statement and annual submittal forms to Internal Revenue Service and Washington State Agencies.
- e. Shall execute with the President, in the name of the Corporation, all certificates of membership, contracts and instruments which have first been approved by the Board of Directors
- f. The Treasurer, together with the President, shall prepare the annual budget and submit it to the Board of Directors for their approval.
- g. The Treasurer shall also perform such duties connected with the operation of the Corporation as may be undertaken at the direction of the President.

5. Operations and Safety Officer. The Operations and Safety Officer shall have the responsibility of maintaining the Operations Rules for the Corporation as approved by the Board of Directors, which shall be binding on all members of the Corporation. The Operations Rules shall supplement but not supersede any FAA regulations. The Operations and Safety Officer shall also be responsible for scheduling tow pilots, flight instructors, and field managers for scheduled flight operations and for emphasizing the importance of safe operations.

6. Maintenance Officer. The Maintenance Officer shall have the duty of seeing that the Corporation equipment is properly maintained at all times, and that maintenance practices conform to FAA regulations. The Maintenance Officer shall be responsible for coordinating and scheduling maintenance work, and notifying the Operations and Safety Officer of the operational status of the equipment when necessary.

7. Training Officer. The Training Officer shall have the duty of seeing that a systematic flight training program is designed, organized, and maintained, and shall coordinate the activities of the Corporation's instructors.

## Article VII -Removal

1. A member may be removed from office, suspended for a period of time, or expelled for cause such as violation of any of these Bylaws, Operations Rules or other rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Such removal, suspension or expulsion shall require two third ( $\frac{2}{3}$ ) vote of all the Active voting members at a Special Meeting, provided that a statement of the charges and a notice of the time and place of the Special Meeting have been mailed to the Member at least fifteen (15) days before the Special Meeting, and that the Member will have an opportunity to present a defense at that meeting. Voting by mail or proxy shall not be permitted at such Special Meeting.

## Article VIII -Finance

1. The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Corporation's expenses and to maintain the value of the Corporation's assets.

2. Any Member who has failed to pay his/her dues or any sum owed to the Corporation within thirty (30) days after said sum is due shall be placed on inactive status, shall be considered a delinquent Member and shall be suspended automatically from the operation of all Corporation equipment. When a delinquent Member fails to pay dues, or to pay any sum owed to the Corporation, or to make appropriate arrangements with the Board of Directors for the payment thereof, within sixty (60) days after the due date, the Member shall automatically be considered as indicating his intention to withdraw from Corporation membership.

3. The fiscal year shall extend from January first through December thirty-first for tax purposes.

4. Annually, between the end of the fiscal year and the Annual Meeting, all books and accounts shall be audited by a special auditing committee of two (2) appointed by the President with the advice and consent of the Directors. The Board of Directors, by a majority vote, may cause an independent audit to be made by an outside auditing firm at any time when, in their judgment, it is deemed advisable.

5. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Corporation treasury for the purchase of new equipment, for contingencies, or for the purpose of reducing hourly rates for flying, as shall be determined by the Board of Directors. The net

savings in any event shall not be distributed to Members for their individual use.

6. The Corporation shall carry adequate hull insurance on all Corporation aircraft as protection from ground and flight damage, and shall carry adequate liability insurance to protect the Corporation and its members against suit by third parties and another Member of the Corporation.

7. Except as noted in Article VIII, paragraph 8 of these Bylaws, each and every operation of any aircraft owned or operated by the Corporation shall be conducted at the risk of the Member under whose jurisdiction the aircraft is assigned, insofar as responsibility for damage resulting from operation of said aircraft is concerned; provided that in any one accident, loss or destruction of said aircraft, the member operating the aircraft may be assessed: (1) the whole of the insurance deductible and (2) up to a maximum of sixty percent (60%) of the uninsured non-reimbursable cost of the accident. Any remaining costs shall be covered by the Corporation.

8. Unless aircraft damage or loss occurs as a result of willful gross negligence, Paragraph 7, Article VIII of these Bylaws shall not apply to ground and flight operations by, or during, the following:

- a. Club authorized training by Board-approved CFG's in Club owned gliders,
- b. Club authorized Glider Demonstration flights by Board-approved Demonstration Pilots in Corporation owned gliders,
- c. Club authorized proficiency and mentoring flights in Club owned gliders given to club Members by Board-approved Mentor Pilots,
- d. All authorized operations of any Club owned tow plane by Board-approved Tow Pilots or Board-approved CFI-Airplanes.

In these instances, all expenses not covered by insurance will be borne by the Corporation.

## Article IX -Amendments

1. Amendments of these Bylaws may be made by a 75% affirmative vote of the entire Board of Directors, subject to confirmation by a 75% affirmative vote by the eligible voting members and eligible proxies of this Corporation present at a regular or special meeting of the membership or participating by casting a yes or no vote via mail or commonly used electronic communications. Amendments may be acted upon at any meeting of the members, by mail or by commonly used electronic communications provided the general substance of the proposed amendment shall have been stated in the Notice of the Meeting, and that each Member shall have at least seven (7) days advance notice of such proposed meeting or the due date for voting via mail or electronic communication and have the opportunity to comment on such amendment.

## Article X -Dissolution

1. The Corporation may be dissolved by affirmative vote of two thirds ( $\frac{2}{3}$ ) of the Active Members. 2. Funds received from the sale of all Corporation assets at the time of dissolution shall, after all obligations of the Corporation have been paid (including refunding of membership shares), be given to a worthy organization with similar purposes.



## Appendix A – Bylaws Control Sheet

Revision Date	Area Affected	Summary of Change
27 April 2020	Article III	Remove \$ amounts of share price and other fees.  Revise benefits for dues-paying Towpilots to be same as dues-paying instructors, and eliminate obligation to pay instructor insurance and SSA dues.  Add Social members may ride as pax in PSSA aircraft.
"	Article IV	Delete higher member quorum for approval of non-aircraft maintenance.  Add Proxy Voting requirements & process.  Add Roberts Rules of Order as meeting procedures
"	Article VI	Clarify duties of the Operations & Safety Officer with emphasis on safe operations.
"	Article VIII	Clarify pilot responsibility must pay 100% of insurance deductible in event of accident.  Add responsibility exception from damages for operations with instructors, demo pilots, mentor pilots, towpilots and CFI-Airplane pilots.
2 July 2020	Article III	Clarified cost of Youth member without change of substance.
"	Article V	Revise Board of Director members from 7 to 5.