



Spartan Wings, Inc.  
Bylaws  
Version 2015-10  
Adopted October 21, 2015

**Spartan Wings, Inc.**  
**Bylaws**

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# **Spartan Wings, Inc.**

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### **Article I. Name**

The name of this corporation is Spartan Wings, Inc., hereafter referred to as the Corporation. The Corporation is a nonprofit corporation organized under the laws of the State of Michigan.

### **Article II. Home Base**

The home base of operations of the Corporation is Mason-Jewett Field (TEW), Mason, Michigan.

### **Article III. Purpose**

- A. To buy, lease, or otherwise acquire, own, operate, and maintain aircraft.
- B. To provide aviation technical information, low cost facilities and aircraft for the members' education and instruction in flying and the accumulation of flight time.
- C. To promote the proficiency and interest of all members in private flying and aviation, and doing any and all things necessary or incidental thereto.
- D. Any and all purposes authorized by Michigan Law.

### **Article IV. Bylaws: Jurisdiction**

- A. The exercise by the Corporation of its corporate powers granted by statute, the purposes of the Corporation, the conduct of its affairs, its rights and powers, and the rights and powers of its members, directors, and officers shall be governed by these bylaws, in accord with the laws of the State of Michigan and the Articles of Incorporation.
- B. If any change in federal, state, or other applicable law, or any judicial ruling invalidates, supersedes, or renders unenforceable any provision of these bylaws, that provision will be deemed separate from and in no way shall affect the validity or enforceability of the remaining provisions of these bylaws. The affected provision shall be considered modified to the extent required for compliance with law or ruling.

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- C. Meetings of the members and of the Board of Directors shall be governed by Robert's Rules of Order, Revised, in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules that the Corporation may adopt. Robert's Rules of Order, Revised, shall be considered the parliamentary authority of the Corporation.
- D. Each purpose specified in any clause or paragraph contained in these bylaws shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or interference from the terms of any other clause or paragraph of these articles.

### **Article V. Membership**

#### Section 1. New Members

- A. Membership in the Corporation is open to any person with an interest in aviation. The signature of a parent or legal guardian on the standard Corporation membership application, accepting full financial and legal responsibility, is required for all applicants below legal age.
- B. New members are admitted to the Corporation after completion of a membership application and payment of the initial fee(s), subject to the review and approval of the Board of Directors. Applicants shall be given a copy of the Bylaws, Standard Operating Procedures, and any amendments at the time of the application.
- C. An affidavit affirming that the applicant has received, read and fully agrees to abide by such Bylaws and Procedures, and guarantees payment of all Corporation dues and assessments, shall be signed by the applicant (and parent or legal guardian, if appropriate) during the orientation. No applicant shall join the Corporation unless such application and signed orientation briefing has been executed and accepted.
- D. New members shall participate in a probationary status for the first 90 days of membership. The Board reserves the right to revoke a membership with or without cause at the end of the 90 days, at which time only the initiation fee will be returned in full, minus any debts owed the Corporation.

#### Section 2. Classification and Privileges

- A. Membership shall be classified as Flying, Non-flying, Family, CFI/Mechanic, or Honorary. Membership in the Corporation is transferable. No individual may hold

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membership in more than one class at any given time.

1. Flying Membership - Flying members have access to Corporation facilities and use of aircraft, may participate in Corporation events, may serve as directors and elected officers, and are entitled to vote at meetings of the members, elections, or other issues that may come before the members. Flying members are expected to assist in the operation of the Corporation.
2. Family Membership - Family members have the same privileges as Flying members, subject to the restrictions listed below.
  - a. Spouse - Spouse membership may be granted to the spouse of a Flying Member or CFI/Mechanic Member. The initiation fee and monthly dues as set by the Board shall be paid. The spouse shall have the same access to Corporation facilities and use of aircraft as a Flying Member however only one of the couple may vote in meetings or elections or hold office in the Corporation.
  - b. Junior- Junior membership may be granted to a dependent child between the ages of 15 and 22 of Flying Members or CFI/Mechanic Member. The initiation fee and monthly dues as set by the Board shall be paid. The junior member shall have no voting rights or financial interest in the club and may not hold office in the Corporation. In the event the parent membership terminates, the junior membership terminates as well. Junior members shall have access to Corporation facilities and use of aircraft as determined by the Board. Junior members wishing to retain membership upon reaching their 23<sup>rd</sup> birthday must be transferred to a different membership class. Exceptions to this may be approved by the board on an individual basis. Individuals transferring membership classes must pay the initiation fee in effect at the time of transfer for the new membership class. Any previously paid membership fee for the junior member can be used as a partial credit for the full membership fee of that individual's new membership class.
3. Non-flying Membership - Non-flying members have the rights and privileges of Flying Members, except that they may not use Corporation aircraft. Admission to Non-flying membership is open only to Flying Members who request a change of class.
4. Honorary Membership - Honorary Members shall have the rights and privileges of the class of membership they held at the time of election to Honorary Membership; honorary members elected from outside of the Corporation membership shall have no right to vote and no right to act as an elected officer or director of the Corporation. Admission to this class must be

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individually approved by unanimous vote of the Board of Directors, or by majority vote at a meeting of the members, in recognition of extraordinary service to the Corporation.

5. CFI/Mechanic - CFI or Mechanic members have all the rights, privileges, and responsibilities of Flying members, plus other rights and responsibilities assigned by these bylaws, by the Standard Operating Procedures, or by the Board of Directors. Admission to CFI membership is open only to persons holding a current Flight Instructor certificate rating from the Federal Aviation Administration. Admission to Mechanic membership is open only to persons holding either a current Airframe/Powerplant Mechanic certificate rating, or possessing adequate maintenance skills and experience, as determined by the Maintenance Officer, to perform periodic, preventative maintenance on the Corporation aircraft. CFI and Mechanic members must be individually approved by the Board of Directors. The Board may transfer a member from CFI or Mechanic membership to another class of membership at any time.
6. Active Military Membership - Admission to Active Military membership is open to individuals actively serving in any branch of the United States military, Reserves, or National Guard, whose duty requires frequent, extended stays away from their home residence, precluding use of Corporation aircraft and facilities. During such periods (away) they shall have the rights, privileges and responsibilities equivalent to the Non-Flying Member class. At all other times (home) they shall have the rights, privileges and responsibilities equivalent to the Flying Member class. Active Military Members shall be able to request the change between home and away status on a whole month basis without penalty. At the end of military service the member must choose another membership class. Admission to this membership class shall be individually approved by The Board. The Board may transfer a member from Active Military membership to another class of membership at any time.
7. Special CFI Membership - Special CFI members may participate in Corporation events. Special CFI members do not have the right to vote in meetings of the members, cannot hold office, cannot vote in elections, do not have use of the Corporate aircraft, and may not serve as directors or elected officers. Admission to Special CFI Membership is open only to persons holding a current Flight Instructor certificate rating from the Federal Aviation Administration. This individual can act as Pilot in command of Corporate aircraft only when accompanied by a Flying Member in good standing for the purposes of instructing that Flying Member. The Special CFI Member must first be approved and recommended to the Board of Directors by the Chief CFI of the Corporation. Each Special CFI Member must be individually approved by the Board of Directors before he/she can act as an instructor in Corporation aircraft. The Board of Directors may revoke the

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membership of an individual in this class with or without cause by a majority vote at any regular meeting of the Board or any special meeting called for that purpose.

- B. The Board of Directors may establish additional membership classes as the need arises and may establish additional rules and guidelines for admission to an existing membership class.
- C. Current members may change their membership class by making a request for a change of class, subject to the review of the Board of Directors. A member may not request a second change of class during a period of six (6) months following a change of membership class. A member may, however, request to rescind the change of class during that period, provided that the member remits the appropriate back dues and fees. In no event will a member be refunded fees after rescission of a class change.

#### Section 3. Membership Limitations

Corporation membership shall be limited by the Board of Directors based on the amount of available equipment and the average amount of time the equipment is in use so as to allow reasonable use to each Flying Member without undue restrictions.

#### Section 4. Membership Terminations

- A. A member wishing to withdraw from the Corporation may sell his/her membership to a new member acceptable to the Corporation. This sale must occur within 12 months of the member's withdrawal from the corporation. . If the sale of the shares does not occur within 12 months, the shares will revert to the Corporation. No initial fee will be returned to the withdrawing member. The Board of Directors also reserves the right to consider returning the full initiation fee if the withdrawing member is leaving due to circumstances beyond his/her control.
- B. Members may terminate their membership in the Corporation by notifying the Corporation in writing, thirty (30) days in advance and satisfying all remaining debts and obligations to the Corporation.
- C. When a member fails to pay any sum owed the Corporation by the last day of the month in which a debt is incurred, or to make appropriate arrangements with the Board of Directors for the payment thereof, the member shall automatically be considered as indicating his/her intention to resign in

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accordance with paragraph "A" above. The Treasurer shall notify such member in writing of his/her termination. This notification shall be sent to his/her last known address or place of business by certified mail, receipt requested. This member shall be considered a delinquent member and all flying privileges are immediately suspended.

- D. It is the responsibility of each member to notify the Corporation of any change of address or phone number. If the Corporation is unable to contact a member at the address and phone number on file, the member shall be provided a grace period of six (6) months to inform the Corporation of the change. At the conclusion of the grace period, if the Corporation has not been contacted by and remains unable to contact the member, that member is expelled and all remaining monies on deposit with the Corporation are forfeit. This rule may be waived if prior arrangements are made with the Corporation specifying the duration of absence after which time membership is forfeit.
- E. A member may be expelled from the Corporation with or without cause by a majority vote of the voting members present at a meeting of the membership called for that purpose. Alternately, a member may be expelled from the Corporation with or without cause by a vote of all five (5) of the Directors at a meeting of the Board called for that purpose. The member will be given at least ten (10) days notice of the meeting and shall have the right to be heard either in person or by counsel.

#### Section 5. Membership Fees

- A. All new members shall pay an initiation fee and other fees associated with new membership (i.e. keys, security requirements, credit check, etc.), which are set by the Board of Directors.
- B. All members must pay monthly dues, in accordance with their membership type, as set by the Board of Directors.
- C. Monthly dues and other fees associated with a new membership are not returnable. The possible return of the initiation fee is discussed in Section 3B above.

#### Section 6. Remedies

- A. No member may exempt himself/herself from liability for his/her contribution (represented by monthly dues) toward the expenses of the Corporation by waiver of the use or enjoyment of Corporation facilities. Delinquent balances



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shall be charged a fee and/or penalty as set by the Board of Directors.

- B. The Corporation may enforce collection of delinquent dues or other charges through collection agencies or by suit at law for a money judgment, and the expenses incurred shall be chargeable to the member in default. A member in default of his/her obligation to the Corporation, as set forth herein, shall not be entitled to operate any Corporation aircraft or vote at any meeting of the Corporation so long as such default is in existence.

### **Article VI. Meetings and Voting**

#### Section 1. Meetings

- A. All meetings of the members, except as herein otherwise provided, shall be held at a time and place to be determined by the President, subject to the approval of the Board of Directors. Robert's Rules of Order shall resolve questions as to conduct.
- B. The Corporation shall call a meeting of the members during the month of October each calendar year, which shall be known as the annual meeting of the members.
  - 1. The annual meeting shall be for the purpose of electing Officers and a Board of Directors, receiving reports of Officers and committees and for such other business as may come before the meeting.
  - 2. The Treasurer shall provide to each member with the notice of the annual meeting, a report of the Corporation's finances for the current fiscal year to date, including an income statement and balance sheet.
- C. Regular meetings of the membership may be set in the Corporation Standard Operating Procedures. Notice of a vote to change the Bylaws or Standard Operating Procedures, including proposed language, shall be given not less than fourteen (14) and not more than thirty (30) days before the date of the meeting.
- D. Written notice of the time, place, and purpose(s) of any meeting of the members shall be given by written notice either personally or mailed to each member at his/her last known place of residence not less than fourteen (14) and not more than thirty (30) days before the date of the meeting.
- E. Special meetings of the membership may be called by the President, by a majority of the Directors, or by written petition of a least 5 members eligible to vote at such a meeting. The person(s) calling the meeting shall set the time and place

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of a special meeting. In the case of a meeting called by written petition of the members, the Vice President shall set the time and place of the meeting; such time shall be no later than thirty (30) days after written demand is received from the members.

- F. Notice of special meetings of the membership, stating the time and, in general terms, the purpose thereof, shall be given in like manner, as the notice required for the annual meeting. Only such business as shall have been published in the notice may be considered at a special meeting, except that, if more than one half (1/2) of the total members eligible to vote are present, any business may be transacted, except as noted in the above paragraph C.
- G. The President or, in his/her absence, the Vice President or, in the absence of the President and the Vice President, the Treasurer shall call the meeting to order and act as Presiding Officer. In the event none of these Officers are present, there will be no Corporation business transacted.
- H. The Corporation shall keep books and records of account and minutes of the proceedings of the meetings of the members, which shall be made available to any member for inspection upon reasonable request.

#### Section 2. Voting

##### A. Eligibility

- 1. Each member, whose membership is accorded voting privileges by these Bylaws are said to be in good standing. A member in good standing has a financial position, as of the date of record, which shows no indebtedness to the Corporation as verified by the Treasurer. The said member is entitled to vote at a meeting of the members. Each member shall have one vote. Members in arrears who settle their accounts by the time of the meeting shall be entitled to vote at the meeting.
- 2. A member entitled to vote at a meeting of the members may authorize another person to act for the member by proxy. A member voting by proxy is considered to be present at the meeting. A member or an authorized agent or representative shall sign a revocable proxy. A proxy is revocable at the pleasure of the member executing it and it shall automatically expire after thirty (30) days.

##### B. Quorum

- 1. At any meeting of the Board of Directors, the presence in person of three(3) of

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the directors shall constitute a quorum for any Corporation business as specified by the Bylaws.

2. At any meeting of the members, a quorum shall be a minimum of one half (1/2) of the total voting members present (including the President, Vice President, Treasurer, and all proxy votes) for any Corporation business including ratification, revision or repeal of the Bylaws, or Standard Operating Procedures.
3. After a quorum is reached, a simple majority of the members voting at a meeting is necessary for the adoption of any motion or the election of any officer or the election of the Board of Directors. Elections shall be by secret ballot. If additional ballots are required after any vote, the candidate with the lowest number of votes shall be eliminated from subsequent ballots.
4. The members at a meeting during which an election is conducted shall appoint three inspectors to act at the meeting or any adjournment thereof. The inspectors shall determine the members entitled to vote, the members entitled to vote present, the existence of a quorum, the validity and effect of proxies. In addition, they shall receive votes, ballots, or consents, hear and determine challenges and questions arising in connection with the right to vote. Furthermore, they shall count and tabulate votes, ballots, or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members.
5. In the absence of quorum at a meeting of the members with the purpose of conducting an election, the inspectors selected at the meeting shall act in its adjournment to conduct the election by mail or electronic transmission as directed by the Board.

## **Article VII. Changes and Amendments**

Any changes and/or additions to the Standard Operating Procedures or Bylaws shall be attached hereto.

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### **Article VIII. Directors and Officers**

#### Section 1. Duties of the Board of Directors

- A. The duties of the Board of Directors shall be to act on all matters of policy; to determine initiation fees, monthly dues and flying charges; to levy fines; to act in a judicial capacity on violations of the Corporation rules; to protect the Corporation's interest and safeguard its welfare; to submit its findings and recommendations to the members for approval.
  - 1. The Board of Directors shall have authority to waive or set special flying charges including, but not limited to, member incentives, special events, and general aviation outreach provided all members are notified and afforded equal opportunity to participate in such programs.
- B. The Board shall consist of five (5) Corporation members. The President, Vice President, and Treasurer will be the only officers of the Corporation who serve on the Board of Directors.
- C. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these Bylaws.
- D. The Board of Directors shall keep a complete record of all its acts and the proceedings of its meetings, and to present a full statement at the regular meetings of the members, showing in detail the condition of the affairs of the Corporation.
- E. The Board of Directors shall promptly appoint the non-elected Corporation officers upon the outcome of the annual election, in accordance with these Bylaws.
- F. The Board of Directors must approve any exceptions to the Standard Operating Procedures or Bylaws.
- G. The term of office of all Directors shall be two (2) years.

#### Section 2. Election of Directors

- A. The President shall appoint a nominating committee of three members from the membership, thirty (30) days before the election meeting. The nominating committee shall ascertain which members are eligible for, and willing to act as Directors. The Treasurer and Vice President shall make available to the nominating committee such records as may be required to determine eligibility.

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The names of such candidates shall be published as set forth in the Standard Operating Procedures, at which time any member "in good standing" may nominate additional eligible members. Another member must second such nominations, and the nominee's willingness to serve must be positively known.

- B. At the annual meeting of members, Directors shall be elected. The candidates receiving the greatest number of votes shall serve as Directors for a two (2) year term commencing with the next Board of Directors meeting. The President, Vice President, and Treasurer shall be elected in alternate years as the two non-officer directors.
- C. Elections for Directors shall be carried out as specified in the Bylaws. Any candidate receiving votes on a majority of the ballots cast shall be deemed elected. If additional ballots are required after any vote, the candidate with the lowest number of votes shall be eliminated from subsequent ballots. Balloting shall continue until two Directors have been elected.

#### Section 3. Board Vacancies

- A. In the event of a vacancy on the Board, the remaining Directors shall fill such vacancy by appointing an eligible Corporation member who will serve until the next election. If additional vacancies occur, a special meeting of the members shall be called within thirty (30) days for the purpose of electing members to all vacated positions since the last election. The position(s) shall be filled by vote of the members in accordance with the voting procedures set forth in these Bylaws. A Director so designated shall complete the term of office of the replaced Director.
- B. At no time shall a member who has not been elected to the Board by the membership hold the office of President.

#### Section 4. Removal of Directors

- A. The entire Board of Directors, or any individual Director, may be removed from office, with or without cause, by a majority vote of the members at a meeting called for that purpose.
- B. Any Director shall be removed from the Board automatically when he/she is not a member "in good standing."
- C. Any Director shall be removed from the Board automatically if he/she fails to attend two consecutive Board meetings without good cause as determined by

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the remainder of the Board.

- D. Any director may resign by written notice to the Corporation. The resignation is effective upon its receipt or at a subsequent time specified in the notice of resignation.

### Section 5. Duties of Corporation Officers

- A. It shall be the duty of all officers to conduct the activities of the Corporation in an efficient and business-like manner and to safeguard the interest of the Corporation at all times.
- B. The **President** shall preside at the meetings of the Corporation; appoint all committees, excluding those specifically appointed by the Board of Directors as set forth in the Bylaws; acting as an ex officio member thereon; and perform all other duties consistent with his/her office.
- C. The **Vice President** shall act as President in the absence of that official; conduct all correspondence at the direction of the Corporation or its officers; record the minutes of the meeting; make an accurate record of the proceedings; have charge of all elections; and perform all other duties that properly pertain to this office.
- D. The **Treasurer** shall receive and disburse all Corporation funds and maintain a Corporation account in an approved depository. He/She shall maintain an accurate record of financial activity of the Corporation; prepare accounting statements as required; make an annual and monthly report of the Corporation's official transactions; and perform all other duties that properly pertain to this office.
- E. The **Aircraft Maintenance Officer** shall conduct or oversee all required maintenance activity being performed on the Corporation aircraft and equipment. They shall have the power to ground equipment at their discretion in the interest of the Corporation and safe operations. They shall maintain aircraft and engine logbooks and other aircraft records, ensuring that they are readily available to Corporation members; and perform all other duties that properly pertain to this office.
- F. The **Scheduling Officer** shall maintain an efficient scheduling system that ensures maximum usage and availability of the Corporation aircraft; shall track scheduling abuses, as defined in the Corporation Standard Operating Procedures; make a monthly report of actual aircraft usage; and perform all other duties that properly pertain to this office.

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- G. The **Chief Flight Instructor** shall provide consistency to Corporation flight education regulations governing Corporation certified flight instructors; notify members of changes in Federal Aviation Regulations that may affect them; organize appropriate training seminars; and perform all other duties that properly pertain to this office.
- H. The **Safety Officer** shall maintain records of member proficiency, including aircraft check-outs and participation in required recurrent training programs as set forth in the Standard Operating Procedures; document/notify members of Corporation safety procedures; make a quarterly report of members not meeting Corporation safety standards as set forth by the Standard Operating Procedures; organize appropriate safety seminars; and perform all other duties that properly pertain to this office.
- I. The **Technology Officer** shall be responsible for the creation and maintenance of the Spartan Wings, Inc. web site as well as the home site at this airport; assist the members as needed to educate them in the use of the home computer to access the web page and the scheduling capability of the unit; and perform all other duties that properly pertain to this office.
- J. The **Insurance Officer** shall advise the Board of Directors on all matters relating to Corporation insurance policies; ensure adequate, cost effective coverage; investigate policy and provider alternatives; and perform all other duties that properly pertain to this office.

#### Section 6. Appointment of Officers

- A. The Board of Directors, as established in these Bylaws, shall appoint officers. The Officers to be appointed shall be an Aircraft Maintenance Officer, a Scheduling Officer, a Chief Flight Instructor, a Safety Officer, a Technology Officer, and an Insurance Officer. The Board may also create and appoint such other officer positions or assistant officers, as it may deem appropriate.
- B. Other committees and committee chairmen may be appointed by the President to serve in the best interest of the Corporation.
- C. All officers shall hold office for two years or until their successors have been named and qualified. All appointed officers may be eligible for reappointment.
- D. The President, Vice President, Treasurer, Aircraft Maintenance Officer, Scheduling Officer, Chief Flight Instructor, Safety Officer, and Technology Officer may receive compensation in the form of flying hours in the Corporation aircraft of their choice,

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or as set forth by the Board of Directors. Compensation shall be cumulative for no more than twelve (12) months. Cash disbursement for officer compensation is prohibited.

#### **Section 7. Officer Vacancies**

- A. A vacancy shall exist when an officer indicates their intention to resign from the Corporation, requests to be relieved of the position held, or is unable to perform the requirements as determined by the Board of Directors.
- B. If a vacancy in any office shall occur, except for that of the President, the President shall appoint an interim successor until the next regular meeting of the Board of Directors, at which time the board shall appoint a successor.
- C. If the office of the President becomes vacant for any reason, the Vice President shall act as interim until an election of Corporation membership can occur, as provided in these Bylaws.

#### **Article IX. Finances**

- A. The Board of Directors shall set a schedule of required member payments for initiation fees, fees for change of membership class, deposit, monthly and/or yearly dues, aircraft, equipment, and facility use, fines, and other charges as may be appropriate. The fee schedule may vary according to membership class, but may not vary among members in the same class. The fee schedule shall be available for inspection by the members.
- B. No member may authorize expenditures or otherwise incur financial obligations in the name of the Corporation except as expressly provided for in the Bylaws or in other regulations/procedures adopted by the Corporation.
- C. At the conclusion of each fiscal year, the Board of Directors shall form a panel of persons to conduct a review of the Corporation's finances. The panel shall report its findings to the Board within 90 days.
- D. 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, contingencies, or the purpose of reducing the hourly rates for flying as determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their personal use.



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- E. The Board may, as necessary, levy an assessment against the membership to maintain the Corporation's fiscal health. Each member is required to pay the levy in order to remain in good standing.

#### **Article X. Hearings**

- A. The Board of Directors shall offer to all parties involved in an accident or incident the opportunity of a hearing. After the hearing, or if such hearing is waived by all the parties involved in the incident, the Board of Directors shall decide the financial responsibility. The decision of the Board of Directors shall be final.
- B. The Board of Directors shall not impose financial responsibility on any one member in excess of their share value for any one accident or incident, unless the damage results from a violation of State or Federal Aviation Regulations, Corporation Bylaws, Standard Operating Procedures, or amendments thereto, that is not covered by insurance carried on the aircraft; then the party will be responsible for the damage and shall be liable for the full amount.
- C. All financial obligations imposed on any member as a result of the decision of the Board of Directors shall be satisfied within thirty (30) days written notice. All unsatisfied monies may be deducted from the membership fee and will result in a cancellation of the Corporation membership.

#### **Article XI. Standard Operating Procedures**

- A. The Board of Directors shall adopt and maintain a set of Standard Operating Procedures, which shall govern the flying rights of members, the scheduling and use of Corporation aircraft and facilities and other items relating to the operation of the Corporation and the Board of Directors.
- B. The Standard Operating Procedures shall contain provision(s) limiting expenditure(s), which may be made without action of the Board of Directors. The Standard Operating Procedures shall also define which Officer(s) or agents are empowered to act as signatories on Corporation checks.
- C. The Board is empowered to enforce the Standard Operating Procedures and the payment of dues and other financial obligations by fines, suspensions or revocation of member rights and privileges excepting the voting right, and by expulsion of members, in accord with procedures established in the Standard Operating Procedures.

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- D. The Standard Operating Procedures shall be available for inspection by the members. Proposed changes and amendments to the Standard Operating Procedures shall be posted on the Corporation's designated posting area.

**Article XII. Flight Instruction Committee**

- A. The Flight Instruction Committee is composed of all members designated by the Board of Directors. The Committee shall make recommendations to the Board of Directors on flight instruction, curriculum, and other matters related to aircraft proficiency and training.
- B. The Board of Directors shall select an Corporation member of the Flight Instruction Committee to serve as Chief Flight Instructor. The Chief Flight Instructor shall serve at the Board's discretion. The Chief Flight Instructor shall call and preside at meetings of the Flight Instruction Committee, shall review and supervise flight instruction at the Corporation, and shall offer guidance to the Board on the selection and continuation of approved CFI's and on matters of aviation.
- C. A Board approved CFI, the Chief Flight Instructor, and/or the Safety Officer is empowered to suspend the flying privileges and order remedial training of any member for deficiency in operating skill, judgment, or other cause affecting safety.

**Article XIII. Dissolution**

Upon dissolution of the Corporation, five (5) members shall be designated to serve as Trustees by a majority written vote of the active members. The Trustees shall liquidate the assets thereof as soon as practicable and pay all existing debts and liabilities in proportion to the final available capital, including any money rightfully due to members in accordance with the regulations of the Corporation. Any capital remaining in excess of the financial obligations of the Corporation shall be divided equally among the membership in good standing according to their initial share value at the time the dissolution was initiated.