

**BYLAWS**  
**OF**  
**FLYING 20 CLUB, INCORPORATED**  
(a Non-Profit, Nonstock Corporation)

**Article I. The Corporation**

The Corporation shall be known as FLYING 20 CLUB, INCORPORATED, and shall be referred to in these Bylaws as "the Corporation" or "the Club".

**Article II. Purposes**

The purposes of the Corporation shall be those set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Connecticut.

**Article III. Offices**

The Corporation's principle office shall be located as specified in the Information Sheet. The Corporation shall maintain within the State of Connecticut a registered office at such place, which may be the principle office, as the Board of Directors ("Board") may from time to time determine.

**Article IV. Members**

The Corporation shall have one (1) class of Members.

Membership:

The maximum number of Members of the Club is set by a simple majority vote of the entire Board. The current maximum number of Members is specified in the Information Sheet.

Member Requirements:

1. A U.S. private pilot certificate or better, with an Airplane Single Engine Land (ASEL) rating, current FAA-approved medical, current flight review or an FAA-approved equivalent are required before a Member may utilize a Club aircraft.
2. A completed Membership application will be reviewed by the Membership Chairman and shall be presented to the Board for review and a decision. Refer to the Information Sheet for documents required for membership.
3. New Members may be admitted to the Club only after being approved by a majority vote of the Board. A decision on Membership approval is at the discretion of the Board based upon all information, documentation, and qualifications. The Board and the Club shall not discriminate based upon race, gender, religion, or sexual orientation.

4. Member Endorsement: Club Members are required to satisfactorily complete a checkout with a Club-approved CFI, in each Club aircraft they intend to fly according to the Information Sheet.
5. Pilot-in-Command Privileges: Only a Club Member in Good Standing, as defined in Article V, section 2, who also meets FAA and Club requirements or who is under instruction by a Club-approved FAA-certified flight instructor, may act as Pilot-in-Command of Club-owned aircraft.
6. Each Member is responsible for maintaining his or her pilot's certificate, FAA-approved medical, and flight review endorsement. Copies of the Member's pilot certificate, medical certificate (or equivalent documentation), and flight review endorsement must be provided to the Secretary. If a Member does not meet any of these requirements, he or she will and must be restricted from use of Club aircraft.
7. Currency/Recency Requirement: Members are required to meet all FAA recency requirements for the type of flight they plan to undertake. These requirements include, but are not limited to, meeting the requirement to have a current flight review (or equivalent logbook endorsement), appropriate recency for carrying passengers (either day or night), and, if applicable, appropriate instrument recency.
8. It shall be the duty of a Club Member to read and understand the Certificate of Incorporation, Bylaws, and Information Sheet, and to abide by these.
9. It shall be the duty of a Club Member to respect Officers, Board Members and Members of the Club, all reports and recommendations of the Board, the rights of other Members, and to conduct him or herself in a proper manner while operating the Club's aircraft, in conducting the affairs of the Club, and at Club meetings.
10. Each Member is responsible to understand the limitations and provisions of all of the Club insurance coverages. A Member is responsible for damage in excess of the provisions of the insurance policy or policies as well as the current deductibles if the Club has to pay any deductible.
11. Each Member must comply with all relevant FARs and is responsible for damage not covered if this provision is violated.

#### Resignation:

Any Member resigning from the Club shall submit a written notice of his or her resignation to one or more of the following officers: President, Treasurer, or Secretary. The date of resignation may be no earlier than the date of notice. Full dues for the month in which the written notice of resignation is provided are to be paid by the Member.

#### Re-joining:

1. Any Member who has resigned may request to re-join the Membership in the Club within twelve (12) months after the date of his or her resignation. Upon acceptance by the Board, he or she will pay a re-joining fee equal to four (4) months of dues at the current rate. If the Club has reached its maximum number of members, the applicant's re-joining privileges

- may be extended at the discretion of the Board.
2. A Member whose resignation is more than twelve (12) months past, shall be considered a new Member applicant and the full initiation and application fee will be due except as noted in Article IV, “Re-joining”, Paragraph 3.
  3. If a member resigns from the Club due to the loss of his or her medical certificate, and applies to re-join the club promptly upon its reinstatement, he or she will be subject to a four (4) month re-joining fee, regardless of the elapsed time since his or her resignation. If the Club has reached its maximum number of members, re-joining privileges may be extended at the discretion of the Board.

#### Removal of Member:

Club Members may remove a Member from the Club by vote of two-thirds of the Members of the Club present and voting at a regular or special meeting of the Club Members, where the notice of the meeting specifically notifies the Membership that one of the purposes of the meeting is the removal of such Member. Violation of Club Bylaws, the Certificate of Incorporation, or Information Sheet may subject a Member to removal.

### **Article V. Voting**

1. Voting. At every meeting of the Members, each Member in Good Standing shall have only one vote. Proxy votes cast by mail, electronic mail, or personally delivered will be accepted provided they are received by the Secretary by noon on the day of the meeting when the vote is to be taken.
2. Good Standing. A Member in good standing is a Member who is not a “delinquent Member”, as defined in Article XI, section 8, and who has complied with the requirements set forth in Article XI, section 2.

### **Article VI. Assessments**

As is required to meet the financial obligations of the Club, the Corporation may levy assessments against Members. Assessments shall be determined by a majority vote of the Members at the annual meeting or at such other meeting by notice duly given pursuant to these bylaws.

### **Article VII. Meeting of Members**

1. Annual Meeting. The annual meeting of the Members of the Corporation shall be held each year at such time as the Board shall determine, and shall serve as the monthly meeting for that month.
2. Monthly Meetings. Meetings shall be held monthly, unless otherwise determined by a majority of the Board.
3. Special Meetings. Special meetings may be called by the President, Vice-President,

Secretary, Treasurer, or by written petition of at least one-third of the Membership or as otherwise required under the provisions of the Connecticut Revised Nonstock Corporation Act (“Nonstock Corporation Act”). It shall be the duty of the Secretary to call such meetings within thirty (30) days after such demand. Notice of a special meeting shall be given to the Members at least ten (10) days prior to such special meeting in accordance with the requirements set forth in Article VII, section 6.

4. Annual Social Meeting. The annual social meeting of the Club shall be held each year at such time as the Board shall determine, and shall serve as the monthly meeting for that month.
5. Place of Meetings. Except as otherwise provided in these bylaws, all meetings of the Members shall be held at the place designated by the President and/or as designated in the notices or waivers of notice of such meetings.
6. Notice of Meetings:
  - a. Except as otherwise provided by Statute, written notice of each annual or special meeting of Members, stating the time, place, and location shall be served by mail, or electronic mail, not less than ten nor more than sixty days before the meeting, upon each Member of record entitled to vote at such meeting, and to any other Member to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. If mailed, such notice shall be directed to each such Member at his address, as it appears on the records of the Corporation.
  - b. Notice of any meeting need not be given to any person who may become a Member of record after the mailing of such notice and prior to the meeting, or to any Member who attends such meeting, in person or by proxy, who does not object to lack of notice at the beginning of the meeting. Notice of any adjourned meeting of shareholders need not be given, unless otherwise required by statute.
7. Quorum: Except as otherwise provided by statute, at all meetings of Members, the presence at the commencement of such meetings in person or by written proxy of one-third of all of the Members in Good Standing shall constitute a quorum. After a quorum has been established at such meeting, the withdrawal of any Member after the commencement of a meeting shall have no effect on the existence of a quorum.
8. Presiding Officer. The President, or in his absence the Vice-President, or in the absence of the President and Vice President, a Board Member selected by the President, shall call a meeting to order and shall act as the presiding officer thereof.
9. Voting. Unless otherwise required in these bylaws, a simple majority vote of the Members present, or by written proxy, is necessary for the adoption of any resolution and for the election of an Officer or Director.
10. Minutes. Minutes will be kept of all meetings.

## **Article VIII. Board of Directors**

1. Powers. The Corporation shall act by and through its Board of Directors ("the Board"). The Board may delegate its powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, the Connecticut Revised Nonstock Corporation Act, as amended, and Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax code), (hereinafter, the "Code"). The powers, business and property of the Club shall be exercised, conducted and controlled by the Board except as specifically set forth elsewhere in these Bylaws or in the Certificate of Incorporation. The Board shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform, or cause to be done and performed, any and every act which the Club may lawfully do and perform.
2. Members. All Officers and Directors (except Associate Flight Officers) shall be voting Members of the Board. Except as specifically provided elsewhere, Board Members shall have all of the same rights and privileges as the Membership-at-large.
  - a. The maximum number of Board members is 9. However, if there is no Past President on the Board, the maximum number of Board members becomes 8.
  - b. Director(s)-at-large may be appointed to the Board by the President, with the approval of a majority of the entire Board of Directors.
  - c. When a new Officer is elected as President, the most recent Member to hold the President's position is entitled to remain on the Board and shall be considered an appointed Director-at-large.
3. Resignation. A Director or Officer may resign at any time upon delivery of written notice to the Board, the President, or the Secretary. Any such resignation shall be irrevocable upon delivery of such notice.
4. Removal. Pursuant to General Statutes section 33-1088 (or any amendment thereto), an elected Officer and/or Board Member may be removed from office and/or the Board, with or without cause, by a vote of no less than a majority of the Membership present (or by proxy) at a regular or special meeting, where the notice of the meeting specifically notifies the Membership that one of the purposes of the meeting is the removal of such Director and/or Officer. An appointed Officer and/or Board Member may be removed from office and/or the Board, with or without cause, by a vote of no less than a majority of the entire Board at a regular or special meeting of the Board, where the notice of the meeting specifically notifies the Board Members that one of the purposes of the meeting is the removal of such Director and/or Officer; except that Flight Officers and Associate Flight Officers may be removed by the President in accordance with Article IX, section 1(h), or by majority vote of the entire Board of Directors as set forth herein.
5. Meetings.
  - a. Regular meetings of the Board shall be called at a time and place to be determined by the President. Notice of regular meetings of the Board shall be mailed, electronically mailed or personally delivered to each Board Member no less than three (3) days prior to the date of the meeting.

- b. Special meetings of the Board shall be called at any time on the order of the President or upon the written request of four Board Members, filed with both the President and the Secretary. Notice of special meetings of the Board stating the time and, in general terms, the purpose shall be mailed, electronically mailed, or personally delivered to each Board Member not later than three (3) days prior to the date of the meeting.
  - c. The Board shall keep minutes of all of its meetings.
- 6. Notice and Waiver of Notice. Unless otherwise specified in the Bylaws or required by law, notice may be given by any reasonable means. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice. A Board Member may waive notice by filing a written waiver filed with the Secretary before, at, or after, such a meeting. A Board Member is also deemed to have waived notice of a meeting that the Board Member attends, or in which the Board Member participates, unless the Board Member at the beginning of the meeting, or promptly upon arrival, objects to the holding of the meeting or transaction of business at the meeting and does not thereafter vote for, or consent to, action taken at the meeting.
- 7. Transaction of Business of the Board.
  - a. Quorum. Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of no less than two-thirds of the Directors in office who are entitled to vote. A Director may participate in a meeting of the Board by means of a conference telephone, Internet, or other means of communication, provided that all participating Directors are able to hear one another simultaneously, and such participation shall constitute the presence in person.
  - b. Voting. Unless otherwise required by law, these Bylaws, or the Certificate of Incorporation, the affirmative vote of no less than a simple majority of the Board Members entitled to vote and present at a meeting duly held at which a quorum is present, shall be the act of the Board.
- 8. Other Duties of the Board.
  - a. The Board shall ensure that the Club's financial records are reviewed annually, shall report to the Members the results of the review, and shall explain how the review was conducted.
  - b. The Board may assign to any willing Member any duty or office which the Board deems appropriate and necessary to the conduct of the Club and which is not otherwise expressly provided for in these Bylaws.
  - c. The Board may engage paid personnel from outside the Club Membership to perform services on behalf of the Club as the Board deems appropriate and necessary.
- 9. Vacancy. See Article IX, section 9.

## **Article IX. Officers and Agents**

1. Election of Officers.

- a. The Officers of the Club shall include a President, Vice-President, Treasurer, Secretary, and a Flight Officer for each Club aircraft. One Flight Officer may be appointed for several aircraft.
- b. All Officers, except Flight Officers, are elected by the Membership.
- c. Nomination of the President and Treasurer shall occur during the regular Club meeting in January of odd years. Nomination of the Vice-President and Secretary shall occur during the regular Club meeting in January of even years. Officers may be nominated from the floor and/or be presented as a slate by the Board.
- d. Elections for President and Treasurer shall be during the regular Club meeting in February of odd years. Elections for Vice-President and Secretary shall be during the regular Club meeting in February of even years.
- e. Terms of office are for two years, except as may otherwise be specified in these bylaws.
- f. A simple majority vote of the Club Members present, or by written proxy, is necessary for the election of an Officer. In the event of a tie vote, the incumbent President shall cast one additional vote, unless the vote is for President. In that case, the incumbent Vice-President shall cast one additional vote to break a tie for the election of the President.
- g. New officers shall be installed at the regularly scheduled meeting in March.
- h. Flight Officers and Associate Flight Officers are appointed by the President and may be changed at his or her discretion.

2. President.

- a. The President shall be the Chief Executive Officer of the Club. He or she shall preside at all meetings of the Club and the Board and shall have, subject to the advice and control of the Board, general charge of the business of the Club, and shall execute with the Treasurer, in the name of the Club, all certificates of Membership, contracts and instruments.
- b. The President shall be responsible to the Board for the operation of the Club and shall safeguard its interests. He or she shall make and enforce decisions regarding the suitability of all equipment and the qualifications of all Members for each type of flight operation. He or she shall recommend for approval to the Board all operational rules of the Club and shall report all violations of Club rules by any Member to the Board.
- c. The President shall appoint all committees and chairmanships and may change these appointments at his or her discretion.
- d. The President shall be entitled to receive credit in an amount approved by the Board. The specific credit may be adjusted based upon workload and Membership size. The amount of credit shall be as documented in the Information Sheet.

3. Vice-President.

- a. The Vice-President shall be vested with all of the powers and shall perform all of the

duties of the President in case of the absence or disability of the President.

- b. The Vice-President shall also perform such duties connected with the operation of the Club as he or she may undertake at the suggestion of the President.
- c. The Vice-President shall be entitled to receive credit in an amount approved by the Board. The specific credit may be adjusted based upon workload and Membership size. The amount of credit shall be as documented in the Information Sheet.

4. Treasurer.

- a. The Treasurer shall pay all Club-related expenditures. He or she shall receive and deposit all funds of the Club in the bank selected by the Board. He or she shall also account for all receipts, disbursements and balance on hand.
- b. The Treasurer shall invoice Members monthly for dues, flying charges, as well as any other charges incurred by a Member.
- c. The Treasurer shall advise the Board of Members in arrears.
- d. The Treasurer shall maintain records to determine the fixed and variable costs of the aircraft and report these costs to the Board, which will set monthly dues and hourly rates as necessary.
- e. The Treasurer shall be responsible for maintaining the Club's official financial documents.
- f. The Treasurer will provide a monthly report of the financial status of the Club to the Board and to the Membership.
- g. The Treasurer shall execute with the President, in the name of the Club, all contracts and instruments which have been first approved by the Board.
- h. The Treasurer shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board.
- i. The Treasurer shall also perform such duties connected with the operation of the Club as he or she may undertake at the suggestion of the President.
- j. The Treasurer shall be entitled to receive credit in an amount approved by the Board. The specific credit may be adjusted based upon workload and Membership size. The amount of credit shall be as documented in the Information Sheet.

5. Secretary.

- a. The Secretary shall keep the minutes of all proceedings of the Members and of the Board in books provided for that purpose.
- b. The Secretary shall record and ensure distribution of the minutes of the Club meetings. Minutes of Board meetings shall be recorded and may be distributed at the discretion of the Board.
- c. The Secretary shall be responsible for Club correspondence, as requested by the President or the Board.
- d. The Secretary shall be responsible for maintaining the official non-financial Club documents including, but not limited to, the Certificate of Incorporation, the Bylaws, the Information Sheet, and all Member qualification records as defined in Article IV.
- e. The Secretary shall attend to the giving and serving of notices of all meetings of the



Members and of the Board.

- f. The Secretary shall perform all duties incident to the Office of the Secretary, subject to the control of the Board.
- g. The Secretary shall also perform such duties connected with the operation of the Club as he or she may undertake at the suggestion of the President.
- h. The Secretary shall be entitled to receive credit in an amount approved by the Board. The specific credit may be adjusted based upon workload and Membership size. The amount of credit shall be as documented in the Information Sheet.

6. Flight Officer.

- a. The Flight Officer is appointed by the President, with the approval of a majority of the entire Board of Directors, and is a voting Member of the Board.
- b. The Flight Officer for each Club aircraft shall be responsible for maintaining the assigned aircraft in proper operating condition, by or under the supervision of an FAA-certificated aircraft mechanic; for obtaining all inspections and major overhauls; and for compliance with all service bulletins and airworthiness directives for the aircraft.
- c. The Flight Officer shall be responsible for all paperwork required to be carried in the aircraft and for the execution of all paperwork required upon the completion of inspections and major repairs. He or she shall be responsible for maintaining current information in the logbooks of the aircraft.
- d. The Flight Officer shall be entitled to receive credit in an amount approved by the Board. The specific credit may be adjusted based upon workload and Membership size. The amount of credit shall be as documented in the Information Sheet.

7. Associate Flight Officer.

- a. An Associate Flight Officer is appointed by the President.
- b. An Associate Flight Officer is not a Member of the Board.
- c. An Associate Flight Officer shall assist the Flight Officer in maintaining the assigned aircraft in proper operating condition, by or under the supervision of an FAA-certificated aircraft mechanic; for obtaining all inspections and major overhauls; and for compliance with all service bulletins for the aircraft.

8. Removal. See Article VIII, section 4.

9. Vacancies.

- a. If any elected office or position becomes vacant for any reason, the Membership shall elect a successor, in accordance with General Statutes section 33-1091(b)(or any amendment thereto), from the Membership who shall hold office for the unexpired term. Any vacancy in an appointed position shall be filled by the appointing authority for that position in accordance with these bylaws.

## **Article X. Finance**

- 1. Fiscal Year. The fiscal year of the Corporation shall be a calendar year and shall begin on

the first day of May in each year.

2. Other Finance.

- a. No Member may authorize expenditures or otherwise incur financial obligations in the name of the Club except when directed to do so by the Board or when expressly provided for in these bylaws or other rules, regulations or resolutions duly promulgated or adopted by the Club Membership.
- b. The Treasurer is authorized to expend Club funds in payment for all normal fixed costs of the Club and all operating costs. The Treasurer is also authorized to pay other expenses as directed by the Board and undertake all the duties set forth in Article IX, section 4.
- c. A Flight Officer may authorize repair or maintenance work on Club aircraft in an amount specified in the Information Sheet without seeking approval from the Board.
- d. Individual Club Members will be reimbursed for any personal expenditure not in excess of the amount specified in the Information Sheet when such expenditures are for Club aircraft repairs or maintenance necessary to safely and legally complete a trip back to the home airport. Personal expenditures by Club Members (for repairs or maintenance) for an amount greater than has been specified in the Information Sheet must be approved by the Flight Officer or Treasurer.
- e. The financial records of the Club shall be reviewed annually as required in Article VIII, section 8(a).

### **Article XI. Membership Costs**

1. Application Fee: A non-refundable application fee, as defined in the Information Sheet, shall be paid by any prospective Member before the application is reviewed for approval. The application fee amount may be changed from time to time at the discretion of the Board.
2. Initiation Fee: A person admitted to the Club, as provided for in these bylaws, shall be deemed a Member in Good Standing upon payment of an initiation fee as defined in the Information Sheet. The initiation fee is non-refundable and non-transferable. The initiation fee amount may be changed from time to time at the discretion of the Board.
3. Dues: Each Member shall be assessed monthly dues in an amount as noted in the Information Sheet. Dues shall include, but are not limited to, proportionate costs of the following: insurance, tie-downs, taxes, fees, planned improvements, etc. Dues are paid in arrears. Monthly dues may be changed from time to time at the discretion of the Board. Thirty (30) days' notice will be provided prior to a change in the monthly dues.
4. Social Fees: Club Members shall pay the fees for each annual dinner meeting (the Annual Meeting and the Annual Social Meeting) whether or not he or she attends. This requirement is designed to encourage Members to attend these larger meetings in accordance with the purposes of the Club, and to allow the Club to properly plan for them. The amount of these fees may be changed from time to time at the discretion of the Board.
5. Hourly Aircraft Rate: Hourly rates shall be based upon the costs of operating, maintaining

and replacing aircraft and shall include, but not be limited to, the following: costs of aviation fuel, oil, inspections, contribution to maintenance costs associated with flight usage, engine reserves, avionics reserves, airframe reserves and other costs assigned to flight usage. Hourly rates are based on engine tachometer time. Hourly rates are noted in the Information Sheet. Hourly rates are paid in arrears. Hourly rates may be changed from time to time at the discretion of the Board. Thirty (30) days' notice will be provided prior to a rate change.

6. Miscellaneous: Miscellaneous charges shall be charged to any Member who incurs an expense in the name of the Club for which the Club does not accept responsibility. This charge shall be the amount of the expense incurred. See Article X.
7. Statements: Statements of account shall be presented to each Member at the beginning of each month showing account activity for the previous month and the current balance of the Member account. Any amount due shall be payable on or before the 25th day of the month, and thereafter shall be deemed delinquent.
8. Delinquency: A three (3%) percent penalty of any delinquent amount shall be charged after each month's delinquency unless the Board waives the penalty upon a showing of good cause by the Member. Any Member whose payment is late by more than sixty (60) days from its due date shall be considered a delinquent Member and shall be automatically suspended from flying the Club aircraft and engaging in any other Club activity. When a delinquent Member fails to pay any sum owed to the Club or to make suitable arrangements with the Board for payment thereof within ninety (90) days of the due date, the Member shall automatically be considered as indicating an intention to resign from the Club and his or her Membership will be terminated. To re-join the Club, a Member must pay his debt to the club in full, and re-join as per Article IV, "Re-joining".

## **Article XII. Aircraft Reservations and Usage**

1. See **Section 12, Reservations** in the Information Sheet for the current reservation rules.
2. Reservation rules may be changed from time to time at the discretion of the Board of Directors. At least ten (10) days' notice shall be provided prior to a change in the reservation rules, and the change shall take effect on the first day of the following month.
3. Each Member is responsible to ensure that the proper documentation conforming to FAA regulations is on board the aircraft during each and every use.
4. No Club aircraft may be utilized without a valid reservation in the online scheduling software which spans the entire expected and actual duration of usage.
5. When a Member is unable to return the aircraft on time, he or she shall call the next Member scheduled, if applicable, or revise the reservation in the online scheduling software. If the reason is due to the airplane being non-airworthy, the Member shall notify the aircraft Flight Officer and/or Associate Flight Officer.
6. Each Member using a Club aircraft is responsible for securing the aircraft, turning off all aircraft systems, locking controls, closing windows, locking doors, installing the cabin cover, and ensuring the engine heater is plugged in, when required. The Member is also respon-

sible for any additional securing of the aircraft as required by local airspace or airport regulations.

7. Each Member shall maintain aircraft cleanliness and remove litter, trash, or debris after each and every flight. No smoking is allowed in any Club aircraft.
8. Each Member must record his or her use of a Club aircraft in the time log. Time recorded in the log includes both tachometer and Hobbs time.
9. Each Member must report equipment deficiencies as a squawk in the online scheduling software. For significant squawks, the Member shall contact the Flight Officer and/or Associate Flight Officer as soon as practical.

### **Article XIII. Amendments**

These Bylaws may be altered, amended, or repealed at any meeting of the Members called for such purpose or purposes by the affirmative vote of no less than a simple majority of the Members present in person, or by written proxy, at a meeting at which there is a quorum, and for which meeting, the notice sets forth the proposed topic of alteration, amendment or repealer.

### **Article XIV. Governing Document and Laws**

To the extent that any provision of these Bylaws is inconsistent with the Certificate of Incorporation, the provisions of the Certificate of Incorporation shall prevail. To the extent that any provision of these Bylaws is inconsistent with the laws of the State of Connecticut, the laws of the State of Connecticut shall prevail.

### **Article XV. Indemnification**

The Corporation shall indemnify, and advance expenses to its Directors, officers, employees and agents to the maximum extent permitted by the Connecticut Revised Nonstock Corporation Act, as amended. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in Section 4941(d) of the Code.

### **Article XVI. Conflicting Interests**

1. Compliance. No Director, officer or Member may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors and Members may adopt appropriate policies and procedures to

implement this section, and such policies and procedures may only be amended by the same vote required to amend these Bylaws.

2. Recusal. No Board or Club Member shall discuss or vote on any matter that would involve a conflict of interest. Any Board Member or Club Member for whom there may exist a conflict of interest shall divulge such conflict of interest to the Board, shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon. In the event that there is a question whether a conflict exists, the issue shall be determined by majority vote of the Members other than the affected Member (which shall consist of at least a quorum) present and voting. A conflict of interest shall include, without limitation, any compensation arrangement between the corporation and a Member (or any other "disqualified person" including a person related to or controlled by the Director, as defined in Section 4958 of the Internal Revenue Code).

### **Article XVII. Surplus**

The net savings or surplus remaining, after all operating costs and other expenses have been paid, shall remain in the Club's treasury for the purchase of new equipment, for engine overhaul, for planned improvements, for contingencies, or as shall be determined by the Board. The net savings shall not be distributed to Club Members for their individual use.

### **Article XVIII. Disciplinary and Remedial Action**

1. The Board of Directors shall determine whether the conduct of any Member is a violation of these Bylaws, or is detrimental to the safety of any Member, or is prejudicial to the interests of the Club.
2. Any member may be restricted in his or her use of Club aircraft, have his or her scheduling privileges suspended, be required to take a pilot proficiency check flight or remedial training with a specified Club-approved instructor, or any combination thereof pursuant to the following procedures:
  - a. Written charges by any Club Member or Club-approved instructor shall be presented to the Board of Directors.
  - b. At a Board of Directors meeting at which a quorum is present, the Board of Directors shall determine, by a majority vote of Board Members present and voting, if any disciplinary or remedial actions may be necessary for the charges filed against the Member, and if so, the Board shall present the charges to the Member as soon as practicable.
  - c. Review of the charges and possible or proposed disciplinary or remedial action shall take place at a regular board meeting or special meeting called for such purpose and at which a quorum exists, and the following procedures shall apply:
    - i. The Board of Directors shall make every effort to schedule such a meeting as soon as practicable, and to notify the accused Member of the date and time at least ten (10) days prior to the meeting.
    - ii. The accused Member may present a defense at that time.

- iii. The Board of Directors shall determine the disciplinary or remedial action fitting for the charges filed against the Member.
  - iv. The Club President may suspend the Member's scheduling privileges until such meeting.
  - d. The approval of disciplinary or remedial action requires a two-thirds majority vote of the Board Members present and voting at a regular board meeting or special meeting called for such purpose, and at which a quorum exists. The accused Member shall be notified of any disciplinary or remedial actions approved by the Board of Directors as soon as practicable, which decision of the Board shall be final unless modified in accordance with subsection 3 herein or by subsequent action of the Board by a two-thirds majority vote of the Board Members present and voting.
3. Right to Appeal. All Members may appeal to the Board of Directors to lift any limitations or restrictions imposed on them by presenting additional information for the Board's consideration. If no such appeal is made, it will be assumed that the Member fully accepts the disciplinary or remedial action imposed against him or her.
- a. Any changes to the original decision must be made by a two-thirds majority vote of the Board Members present and voting.

**Flying 20 Club, Incorporated**

**Bylaws Revision History**

<b>Date</b>	<b>Change</b>
Sep 11, 2013	Original re-write approval.
Oct 16, 2015	All references to “Operating Procedures” or “Operating Procedures and Rules” were changed to references to “Information Sheet.”
Oct 21, 2016	<b>Article XVIII. Disciplinary and Remedial Action</b> , Sections 1 through 3 are incorporated.
Jun 14, 2017	BasicMed Addendum: A “required current FAA medical certificate” shall be interpreted as allowing properly executed BasicMed documentation to be used in lieu of an FAA issued Third Class Medical Certificate.
Oct 20, 2017	<b>Article IV. Members</b> , Paragraphs 2 and 7 were modified to permit use of BasicMed documentation in lieu of an FAA issued Third Class Medical Certificate.
Dec 12, 2018	Removed the details of <b>Article XII. Reservations</b> and placed it in Section 12 of the Information Sheet, leaving a reference to Section 12 in <b>Article XII</b> . Included a statement in <b>Article XII</b> that authorizes changes in aircraft reservations policy to be made at the discretion of the Board of Directors.
Jun 12, 2019	The wording of <b>Article XI. Membership Costs</b> , Paragraph 8 was clarified by removing the clause “who is in arrears by more than sixty (60) days” and replacing it with the clause “whose payment is late by more than sixty (60) days from its due date”.
May 22, 2020	Revised <b>Articles III and IV</b> per advice in clarifying the member acceptance process. Revised <b>Article VII</b> to give the Board more leeway in scheduling the annual membership meeting and spring social (re: covid-19 restrictions). Deleted the Addendum allowing the use of BasicMed, since this was addressed with the Oct 20, 2017 revision. Fixed several formatting inconsistencies/errors.
Aug 12, 2020	Revised references to the old “ <b>Article IV, Section 20</b> ”, which was renamed as “ <b>Article IV, Re-joining</b> ” per the May 22, 2020 revision.
Nov 9, 2022	Relocated <b>Article IV, Sections 12-17</b> to <b>Article XII</b> , and renamed said Article from “Reservations” to “Aircraft Reservations and Usage”. Also added an explicit rule stating that the aircraft must be scheduled before it can be flown.
Feb 7, 2024	Set a maximum number of Board members, and clarified the “Past President” role and term.