

**Piedmont Soaring Society, Inc.**  
**Bylaws**  
**October 2007**

**ARTICLE I-NAME AND PRINCIPAL OFFICE**

Section 1. The Name of the Corporation shall be the **Piedmont Soaring Society, Inc.** (hereinafter referred to as the “Society”)

Section 2. The principal office of the Society shall be in Forsyth County in the State of North Carolina.

**ARTICLE II-PURPOSE**

Section 1. To advance the science and art of motorless flight (soaring) as a non-profit organization.

Section 2. To create a fellowship of people with an interest in the art and science of soaring.

Section 3. To provide educational programs, training materials, library, flying equipment, facilities and services.

**ARTICLE III-AFFILIATION**

The Society shall be affiliated with the Soaring Society of America, Inc. (SSA). As such, each member of the Society shall also be a member of the SSA.

**ARTICLE IV-MEMBERSHIP**

Section 1. Membership is open to all people who are interested in the activities of the Piedmont Soaring Society, Inc. Membership shall consist of eight classes: Temporary Members, Probationary Members, Active Members, Family Members, Student Members, Associate Members, Daily Members and Inactive Members. Each class shall have specific rights and benefits.

- a) Temporary Members have the right to use the equipment, facilities and services of the Society for a period of (14) fourteen days upon submission of a PSS application and applicable fee for an Active, Family or Student membership. The entire PSS and SSA application fees will be refunded if Probationary Membership is not granted.

- b) Probationary Membership may be offered to Temporary Members by the PSS Board of Directors. Probationary Members have the right to use the equipment, facilities and services of the Society for a period of (90) ninety days. 90% of the application fee will be refunded if Active, Family or Student Membership is not granted at the end of the probationary period. The SSA fee will not be refunded.
- c) Active Members have the right to vote, hold office, and to use the equipment, facilities and services of the Society.
- d) Family Memberships shall be reserved for the Spouse or Children (age 21 or under) of an Active Member, and have the same rights as Active Members unless they are members on a non-flying basis in which case they may not vote or hold office.
- e) Student Members shall be 23 years of age or less, and be enrolled and actively attending any school or college. Student Members shall have the same rights as Active Members. Student Members become Active Members upon reaching age 24, or completion of school or college.
- f) Honorary Lifetime Members are recognized for their support to the Society, are not required to pay an initiation fee or monthly dues and retain their membership for life. Honorary Lifetime Members are eligible to hold office and to vote. However, Honorary Lifetime Members who fly or otherwise utilize Society equipment are subject to the same rental or other fees associated with such usage.
- g) Associate Members are recognized for their support to the Society and are not required to pay an initiation fee or monthly dues. However, Associate Members who fly or otherwise utilize Society equipment are subject to the same rental or other fees associated with such usage. Associate Members may not vote or hold office.
- h) Daily Membership has been put in place to provide visiting pilots and prospective members with access to the Society's facilities and services. Upon payment of the specified fee and completion of the Daily Membership Form, a Daily Member shall be recognized as a limited member of the Society and shall be granted a specified term of membership as governed by the Society's Schedule of Fees. Daily Members are not required to be members of the Soaring Society of America as per Article III, nor are they subject to the election process or the initiation fee as per Article IV, Sections 2 and 3. A Daily Member may not vote, hold office or be appointed as a field stand-in Officer of any type. However, a Daily Member may utilize club equipment in accordance with the PSS Standard Operating Procedures.

- i) Inactive Members are those who choose to remain associated with the Society on a very limited, non-flying basis. They will pay a monthly fee sufficient to cover expenses such as postage and copying. They may not vote, hold office, or utilize Society equipment. Other classes of members may choose to become Inactive for a period of at least 12 months upon submission of a written request to the Board of Directors. An Inactive Member may resume another class of Membership by payment of the appropriate dues/fees.

Section 2. Any person may be considered for membership in the Society upon submission of the Society (PSS) application form and Soaring Society of America (SSA) application form. The applications shall be accompanied by the appropriate fees. The SSA application form and fee requirement will be waived if the applicant presents a valid SSA membership card.

Temporary membership for a period of (14) fourteen days is granted upon acceptance of the PSS application form and initiation fee by the Daily Operations Officer.

Probationary membership may be offered to the applicant upon the affirmative vote from a minimum of (2) two PSS Board of Directors. The probationary period is 90 days from receipt of the application and initiation fees.

Applicable Active, Family or Student membership may be offered to the applicant upon the affirmative vote of a majority of the PSS Board of Directors after completion of the 90 day probationary period. The Secretary shall notify all Society members in writing of any person considered for Active, Family or Student membership. The Board may not act upon the considered member until five (5) days after said notification. Membership shall not entitle an individual to any rights and privileges other than as specified in Article V: Use of Equipment and Facilities.

Section 3. Persons duly admitted to the Society in accordance with Article IV, Section 2, shall be deemed a Member upon payment of a non-refundable Initiation fee, as set forth in Article XVII, Section 2, Schedule of Fees.

Section 4. A minor (age 17 or less) must have the written consent of both parents or guardians to be elected to any class of membership in the Society with the exception of a Daily Membership. Both parents and minor must sign a release of liability of any claims against the Society. A minor is required to obtain a signature from at least one parent or guardian when applying for a Daily Membership.

Section 5. Resignation of Membership shall be accomplished only by delivery of a written statement of resignation to the Board of Directors of the Society, or in accordance with Article XVII, Section 6. Upon resignation of any Member, said Member shall no longer be liable for any additional expenses or assessments made by the Society, except for those operating expenses, assessments, fees, or personal obligations incurred prior to the date of receipt of the resignation.

Section 6. Voting Members (Active, Honorary, Family, Student) have the responsibility of attending or providing their written proxy for any Annual, Regular, or Special Meeting in which business requiring Membership approval will be conducted.

## **ARTICLE V-USE OF EQUIPMENT AND FACILITIES**

Section 1. Active, Family, Student, Honorary, Associate and Daily Members shall be entitled to use equipment and facilities owned and operated by the Society, and to participate in the activities of the Society.

Section 2. All operations of Society equipment and facilities will be in accordance with the FAR's, state and local laws, and in accordance with the Articles of Incorporation, Bylaws, and Standard Operating Procedures in place at the time.

## **ARTICLE VI-MEETINGS**

Section 1. The Annual Meeting of the Society shall be held each year during the month of February at a time and place to be determined by the Board of Directors. The Secretary shall notify all Members in writing at least ten (10) days in advance of such Meeting.

Section 2. The Annual Meeting is for the purpose of receiving the annual reports of the Society's Officers and Committees, for election of Officers and Directors, and for other business as may properly come before such Meeting.

Section 3. Regular Meetings of the Membership shall be held and the Secretary shall announce by schedule the time and place of such Meetings to the Members.

Section 4. Special Meetings of the Members may be called by written petition of at least one-fourth (1/4) of the Members, or a vote of a majority of the Board of Directors. The Secretary shall notify the Members of the time and place of such Meetings and specify the terms and purpose thereof. The Secretary shall notify all Members in writing at least ten (10) days in advance of such Meeting.

Section 5. The presence in person or by written proxy of at least one-third (1/3) of the voting Members of the Society is necessary to constitute a quorum at each Annual, Regular, or Special Meeting.

Section 6. A simple majority vote (51%) of the voting Members present or by proxy is controlling unless otherwise specified in these Bylaws.

Section 7. The Secretary shall notify all Members in writing at least ten (10) in advance of any Meeting at which business requiring Membership approval will be conducted. This notification shall include a description of said business.

## **ARTICLE VII-BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be composed of eight (8) Members, the seven Officers of the Society and one (1) additional Member to be elected in the same manner as proscribed for the election of Officers.

Section 2. Meetings of the Board of Directors shall be called from time to time as determined by the President. In addition, three (3) Board Members may also call for a Special meeting of the Board. The Secretary shall provide at least 72 hours notice to all Board Members for such Special Meetings.

Section 3. Two-thirds (2/3) Directors shall constitute a quorum of the Board and the affirmative vote of at least 51% quorum majority of Directors shall be necessary to pass any resolution or authorize any act of the Society.

Section 4. All Officers and Directors shall serve without compensation or reward.

Section 5. The Board of Directors shall only have such powers as are specifically provided by the Articles of Incorporation and these Bylaws. Additional powers, which are not in violation of these Bylaws, may be further delegated to the Board by vote of the Membership.

## **ARTICLE VIII-OFFICERS**

Section 1. The Officers of the Society shall be:

President

Vice-President and Operations Officer

Secretary

Treasurer

Education and Training Officer

Equipment Maintenance Officer

Facilities Maintenance Officer

One (1) Additional Member

Section 2. The Members shall elect the Officers from the Membership at the Annual Meeting of the Society. They shall hold office for one (1) year or until their successors are elected and qualified.

Section 3. Any vacancy in any Office of the Society occurring during the term for that office shall be filled by a vote of the Board of Directors at their next meeting. At the next Annual Meeting, the term for that office shall be filled as usual by a vote of the Members.

## **ARTICLE IX-PRESIDENT**

Section 1. The President is the chief executive officer of the Society and the Chairman of the Board of Directors and shall preside at all Membership Meetings.

Section 2. The President shall appoint all committees and shall be an ex-officio member of all committees.

Section 3. The President shall sign and execute all contracts in the name of the Society when authorized to do so by the Membership. He shall appoint and discharge agents and employees (or delegate that duty as he may elect), and he shall have general supervision over the management of all affairs of the Society.

## **ARTICLE X-VICE PRESIDENT AND OPERATIONS OFFICER**

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

Section 2. As Operations Officer, he shall supervise all flying activities and has the authority to ground or restrict equipment or personnel when he feels the operation of the equipment or the actions of an individual would not be in the best interest of the Society. Such restriction or grounding shall be reviewed by the Board of Directors at their next Regular, or Special Meeting.

Section 3. The V-P & O.O. shall have the responsibility for formulating and maintaining a set of Standard Operating Procedures for the Society that shall be submitted to the Membership for adoption. When adopted by the Membership, the S.O.P.'s become binding on all members. The S.O.P.'s may supplement, but may not supersede, any of the Federal Aviation Agency's Regulations or the provisions of the Articles of Incorporation or these Bylaws.

Section 4. The V-P & O.O. shall make a detailed report to the Membership of any accident involving Society Property. The report shall recommend any action required by the Society.

Section 5. The V-P & O.O. shall arrange for qualifying others to assume those duties specified in section 2 and may delegate this authority for periods of his absence.

Section 6. The V-P & O.O. shall be responsible for maintaining the Society's Operations Records including aircraft flight log records.

## **ARTICLE XI-SECRETARY**

Section 1. The Secretary shall perform all duties incident to the Office of the Secretary. He shall keep the minutes of all proceedings of the Members and Directors. He shall notify Members of Annual, Regular, and Special Meetings. He shall keep a proper membership list showing the names and contact information of each Member of the

Society, the Society Articles of Incorporation, Bylaws, Standard Operating Procedures, and other such books, records, and papers as may be required by the Members or by local, State, or Federal laws.

Section 2. In the absence or disability of the Treasurer, and under the direction of the President, the Secretary shall execute in the name of the Society, checks for expenditures as authorized by these Bylaws.

## **ARTICLE XII-TREASURER**

Section 1. The Treasurer shall perform all the duties incident to the Office of the Treasurer. He shall execute in the name of the Society all checks and payments for expenditures authorized by these Bylaws. He shall account for all receipts, disbursements, and balances on hand. He shall be responsible for preparation and filing any tax forms and financial statements as may be required by local, State, and Federal laws.

Section 2. The Treasurer, together with the President, shall prepare the annual report of the Society and submit it to the Membership for their approval.

Section 3. He shall prepare a report of current expenses and receipts for presentation to the Members for each Regular Meeting.

## **ARTICLE XIII-EDUCATION AND TRAINING OFFICER**

Section 1. The Education and Training Officer shall hold a current CFI-G certificate and have the responsibility of formulating, for approval of the Membership, the Educational Programs and Flight Qualification activities of the Society and for their administration.

Section 2. He shall supervise the qualification of Club Flight Instructors.

Section 3. He shall encourage the Members to publish information that contributes to the advancement of soaring knowledge.

Section 4. He shall distribute educational materials, keep the Society Library, maintain records of student accomplishments and supply the Operations Officer with a list of Qualified Pilots.

Section 5. He shall arrange educational programs for use in Member meetings.

## **ARTICLE XIV-EQUIPMENT MAINTENANCE OFFICER**

Section 1. The Maintenance Officer shall have the responsibility to see that the Society's equipment is properly maintained at all times and that the maintenance complies with the regulations set forth by the FAA. He shall maintain the logbooks as required on all Society equipment.

Section 2. He shall be responsible for coordination of all maintenance work, for supervising general preventative maintenance, and shall notify the Operations Officer as to the operational status of the equipment.

Section 3. He shall have the authority to ground or prohibit the use of any of the Society's equipment when such operation would not be safe or in the best interest of the Society.

## **ARTICLE XV-FACILITIES MAINTENANCE OFFICER**

Section 1. The Facilities Maintenance Officer shall have the duty to see that the Society's Facilities are properly maintained at all times.

Section 2. He shall be responsible for coordination of all general maintenance and repair work, and shall oversee all additions and alterations to the Society's facilities.

## **ARTICLE XVI-SUSPENSION, EXPULSION, AND REMOVAL FROM OFFICE**

Any Member may be removed from office, suspended for a period, or expelled from the Society for just cause. The offenses may include, but are not limited to, violations of the FAR's, repeated unsafe acts, violations of the Articles of Incorporation, Bylaws, Standard Operating Procedures or, engaging in any act or conduct contrary to the goals and purposes of the Society. Such removal, suspension, or expulsion shall require a two-thirds (2/3) vote of the voting Members present at any General, Special or Annual Meeting, and that a statement of charges be included in the notice of the Meeting. The Member will have the opportunity to present an explanation of the events at the Meeting. Voting by proxy will not be permitted on such matters.

## **ARTICLE XVII-FINANCES**

Section 1. The fiscal year of the Society shall be from February 1 to January 31.

Section 2. The Board of Directors shall prepare a Schedule of Fees that will be sufficient to pay the Society's expenses and to maintain the value of the Society's assets. This Schedule of Fees shall be submitted to the Membership for its approval each year at the Society's Annual Meeting, and shall be subject to change by a majority vote of the Members at any Meeting. This Schedule of Fees shall reflect items such as: Initiation Fees, Monthly dues, special assessments, or other fees or dues as submitted.

Section 3. The Society's financial transactions shall be authorized as follows:

- Operating Expenditures
  - Under \$500-By any Officer
  - Over \$500- By the Board of Directors

- Purchase or Sale of Assets
  - Under \$500- By the Board of Directors
  - Over \$500- By the voting Membership
- Additions to Long-term Debt
  - By the voting Membership

Section 4. The Society shall not assess the Members nor expend any funds for social functions of the Members or others.

Section 5. The net savings or surplus remaining after all operation costs and other expenses have been paid shall remain in the Society's treasury for the purchase of new equipment, the renovation of existing equipment, or for contingencies. The net savings in any event shall not be distributed in any way to the Members for their individual use.

Section 6. Any Member who has failed to pay any sum owed to the Society within sixty (60) days after these sums are due shall have all membership privileges suspended automatically. When such Member fails to pay these sums, or to make appropriate arrangements with the Board of Directors for the payment thereof, within ninety (90) days after the due date, the Member shall be considered as having resigned.

Section 7. Annually, between the end of the fiscal year and the Annual Meeting, the books and accounts shall be audited by a special committee of two (2) Members appointed by the President. The voting Membership may cause an independent audit to be made by an outside auditing firm at any time when in their judgement it is deemed advisable.

Section 8. The Society shall carry adequate liability insurance to protect the Society and its Members.

Section 9. Each and every operation of any aircraft or other equipment owned or operated by the Society shall be conducted at the risk of the Individual under whose jurisdiction the equipment is assigned, insofar as responsibility for damage resulting from the negligent operation of said equipment is concerned. The liability of the Individual for any one negligent operation or use of the equipment shall not be in excess of the amount of \$1,000.00 over and above any sums payable by reason of any such loss or damage to or on behalf of the Individual and/or the Society under the provisions of any insurance contracts. For the purpose of the Bylaws, the Board of Directors shall be the sole and final authority in determining whether the individual was negligent in his operation or use of the equipment.

## **ARTICLE XVIII-AMENDMENTS**

Amendments to these Articles of Incorporation and/or Bylaws may be made by a two-

thirds (2/3) vote of the Members of the Society at any Annual, Regular or Special Meeting, provided that notice of said Meeting is made in accordance with these Bylaws indicating the proposed changes.

## **ARTICLE XIX-DISSOLUTION**

Section 1. The Society may be dissolved by an affirmative vote of two-thirds of all the voting Members.

Section 2. Any funds remaining in the Society treasury, or any funds received from the sale of all the Society's assets at the time of dissolution, after all obligations of the Society have been paid, shall be donated as follows: To one or more worthy, non-profit organization(s) which have similar purposes as the Society, or to one or more organizations which are exempt under the intent of Section 501(c)(3) of the Internal Revenue Code.