

EL PASO SOARING SOCIETY BY-LAWS



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EPSS Web Page

<http://www.elpasosoaring.org>

All Pilots must have received and read a copy of this document, and must sign, date, and return the Agreement located in the Operating Procedures prior to any flight associated with the EPSS.

The EPSS By-Laws is intended to be used as a Club reference for Club Members. If any information, rules, or requirements in this manual are found to be less restrictive than those requirements found in the Federal Aviation Regulations (FAR), then the FAR's shall take precedence.

Revised November, 2005

By-Laws of the El Paso Soaring Society

Table of Contents

Article I – Name and Principal of Office	6
Article II – Purpose	6
Article III – Affiliation	6
Article IV – Membership	6
Article V – Meetings	7
Article VI – Board of Directors	9
Article VII – Officers	10
Article VIII – President	10
Article IX – Vice-President	11
Article X – Secretary	11
Article XI – Treasurer	11
Article XII – Safety Officer	12
Article XIII – Associate Directors	12
Article XIV – Committees and Other Appointments	12
Article XV – Suspension, Expulsion, and Removal from Office	13
Article XVI – Finances	13
Article XVII – Amendments	14
Article XVIII – Dissolution	14

Article I – Name and Principal of Office

- Section 1: The name of this corporation shall be *THE EL PASO SOARING SOCIETY*.
- Section 2: The principal office of this corporation shall be in El Paso County, in the State of Texas, at the residence of the then existing Secretary of the Corporation.

Article II – Purpose

- Section 1: The purpose of this corporation shall be to provide facilities for its members on a non-profit basis, to maintain aircraft and other equipment pertaining to the operation of the corporation, to educate and instruct members in Soaring and Meteorology, and to promote the Art and Science of Soaring.

Article III – Affiliation

- Section 1: This Corporation shall be affiliated with The Soaring Society of America, Inc., as a chapter, and all members shall become Voting or Student Members of said Society and the Treasurer shall affect such membership by the payment of dues and the furnishing of information to the said Society as may be necessary and required.

Article IV – Membership

- Section 1: Membership in the Corporation shall consist of four classes: Active, Associate, Family, and Junior Member.
- Section 2: New members may be admitted upon the affirmative vote of a majority of the Board of Directors.
- Section 3: An Active Member shall be entitled to participate in all Corporation activities and to utilize all Corporation equipment, subject to such rules and regulations provided in the Corporation's By-Laws and Flight Rules. A person duly elected to the Corporation shall be deemed an Active Member upon payment of the initial fee as determined by the Board of Directors and upon delivery of such documents as may be required by the Board of Directors.
- Section 4: An Associate Member shall be entitled to participate in all Corporation activities excepting the (s)he shall not hold office, vote, nor be entitled to solo any glider owned by the Corporation. A person duly elected to the Corporation shall be deemed an Associate Member upon payment of the initial fee as determined by the Board of Directors and upon delivery of

such documents as may be required by the Board of Directors or by transfer from Active Member status upon approval by the Board of Directors.

- Section 5: A Family Member is defined as the spouse or minor child of the Active Member. Family Members shall be entitled to participate in all Corporation activities and to utilize all Corporation equipment, subject to the rules and regulations provided in the Corporation By-Laws and Flight Rules. A person duly elected to the Corporation shall be deemed a Family Member upon payment of the initial fee as determined by the Board of Directors and upon delivery of such documents as may be required by the Board of Directors.
- Section 6: A Junior Member is defined as a minor person enjoying deferred payment of the initial fees. Junior Members shall be entitled to participate in all Corporation activities and to utilize all Corporation equipment, subject to the rules and regulations as provided in the Corporation By-Laws and Flight Rules. A person duly elected to the Corporation shall be deemed a Junior Member upon payment of the first installment of the initial fee as determined by the Board of Directors and upon completion of the requirements of Section 8 below.
- Section 7: A Reciprocal Member is defined as any member of the White Sands Soaring Association. Reciprocal Members shall be limited to aero-tow privileges at the El Paso Soaring Society subject to the rules and regulations as provided in the Corporation By-Laws and Flight Rules. Reciprocal Members are not eligible to vote nor hold elected office.
- Section 8: Transfer of status from Associate to Active and vice-versa, for the purpose of taking advantage of the seasonal aspects of Soaring shall not be allowed.
- Section 9: A minor must have the written consent of their parent or guardian to be elected to membership in the Corporation, and the parent or guardian and the minor must sign the Corporation's "Hold Harmless" agreement before flying in Corporation equipment.
- Section 10: A member may withdraw from the Corporation thirty (30) days after giving written notice to the Secretary, or upon approval from the Board of Directors, and after fulfilling all obligations to the Corporation.
- Section 11: A member in good standing, as used in these By-Laws, shall be a member who is not financially delinquent as provided in ARTICLE XVI, Section 2.

Article V – Meetings

- Section 1: ANNUAL MEETING:
1. One Annual Meeting of the members shall be held each year during the month of April at a time and place to be determined by the Board of Directors.
 2. The Annual Meeting is for the purpose of receiving the Annual Report of the Corporate Officers, Directors, and Committees, and for such other business as may properly come before such meeting.
 3. Notice of the Annual Meeting shall be sent by the Secretary to each member by mail not less than ten (10) days before the meeting. The notice shall set forth the time, place, and agenda of such meeting.
- Section 2: REGULAR MEETINGS: Regular Meetings shall be held as scheduled by the Board of Directors. The Board may change the date and time of any Regular Meeting provided the members are notified one week in advance.
- Section 3: SPECIAL MEETINGS:
1. Meetings of the members may be called at the discretion of the President, or by a majority of the Directors, or by written petition of at least one-fourth of the Active Members in good standing.
 2. Notice of Special Meetings of the members, stating the time and, in general, the purpose thereof shall be given to each member at least five (5) days before such meeting.
 3. No business other than specified in the notice of the meeting will be transacted at any Special Meeting of the Corporation.
- Section 4: QUORUM: The presence in person or by written proxy of forty (40) percent (fractions adjusted upward) of the Active Members in good standing of the Corporation is necessary to constitute a quorum at any Annual, Regular, or Special Meeting, however, that, if the Active Members in good standing number twenty-five (25) or more, ten (10) such members shall constitute said quorum. A lesser number shall adjourn to some future date, not less than seven (7) days later. The Secretary shall give notice of the adjourned meeting at least three (3) days before, to each member absent from the meeting.
- Section 5: VOTING:
1. Each Active Member in good standing is entitled to one (1) vote.
 2. Each Active Member in good standing may designate any other Active Member in good standing as a proxy, provided written authorization is filed with the Secretary before it is exercised. Such authorization shall be dated and shall be valid for only one meeting. A Member may accumulate and vote no more than two (2) proxies at any one (1) meeting.

3. A majority vote of the members present and by proxy voting is controlling unless otherwise specified in these By-Laws.

Article VI – Board of Directors

Section 1: The Board of Directors shall be composed of the seven (7) Executive Officers of the Corporation and the Immediate Past President. They shall serve without compensation or reward, except as otherwise provided in these By-Laws.

Section 2: A vacancy in the office of President shall be filled by the Vice-President. The Board of Directors shall fill vacancies other than the Presidency, except that, in the event of two (2) or more vacancies occurring at any one time, they shall be filled by vote of the Active Members in good standing at a meeting duly called.

Section 3: DUTIES AND POWERS:

1. The government of the Corporation shall be vested in the Board of Directors, who shall have the power to make all necessary contracts, to borrow money, to secure the same by mortgages, or Deed of Trust to the property of the Corporation, and as evidence of the indebtedness secured by such mortgage, or Deed of Trust, to issue bonds therefore, to pay and discharge all debts, and to do all matter of and things necessary or incident to, or in aid of, the carrying out of the aim and purpose of the Corporation and they shall have charge and control of all its property, and may levy assessments upon the members in the manner and subject to the rules and restrictions provided by these By-Laws. Commitment of Corporation funds in excess of one thousand (1,000) dollars or sales of Corporation assets in excess of five hundred (500) dollars shall have prior approval of the Membership.
2. Any decision of the Board of Directors may be repealed by an affirmative vote at a Regular or Special Meeting called for that purpose.
3. The Board of Directors shall cause to be kept a complete record of all its acts and proceeding of its meetings, and to present a full statement of the Regular Meetings of the members, showing in detail the condition of the affairs of the Corporation.

Section 4: MEETINGS:

1. Regular Meetings of the Board of Directors shall be called at a time and place to be determined by the President.
2. Special Meetings of the Board of Directors shall be on the order of the President or on the order of two (2) directors.
3. Notice of Special Meetings of the Board of Directors, stating the

time and, in general terms, the purpose of said meeting, shall be mailed or given personally to each Director no later than the day preceding the day appointed for the meeting.

4. If all Directors shall be present at any meeting, any business may be transacted without previous notice.
5. Four (4) Directors shall constitute a quorum of the Board of Directors and the affirmative vote of at least four (4) Directors shall be necessary to pass any resolution or authorize any act of the Corporation.

Article VII – Officers

Section 1: The Executive Officers of the Corporation shall be the President, Vice-President, Secretary, Treasurer, Safety Officer, and two Associate Directors.

Section 2: The Executive Officers shall be elected by the Active Members at the Annual Meeting of the Corporation. Prior to March 15, the Board of Directors shall appoint a Nominating Committee of three (3) Active Members, at least two (2) of whom shall not be Officers. The Nominating Committee shall compose a slate of not more than two (2) candidates for each office, willing to serve. Additional nominations may be made from the floor at the Annual Meeting. Election shall be office by office, by majority vote. If no candidate obtains a majority vote for an office for which there are more than two (2) candidates, the one (1) candidate with the fewest number of votes shall be dropped in successive ballots until a decision is reached. In the event there are two (2) such candidates, the one to be dropped shall be decided by toss of coin. A tie for election by two (2) candidates shall also be decided by toss of coin.

Section 3: The Executive Officers shall hold office for twelve (12) months, or until their successors are elected and qualified.

Article VIII – President

Section 1: The President shall be the Chief Executive Officer of the Corporation.

Section 2: (S)He shall preside at all Membership Meetings, and at all Meetings of the Board of Directors.

Section 3: (S)He shall appoint committees and make individual assignments with approval of the Board of Directors. (S)He shall be an ex officio of all committees, with vote.

Section 4: (S)He shall sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors, appoint and discharge

agents and employees, or delegate this duty as (s)he may elect, subject to the approval of the Board of Directors, and (s)he shall have general supervision over the management of all affairs of the Corporation.

Article IX – Vice-President

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

Section 2: The Vice-President shall also perform such duties in connection with the Corporation's operation as (s)he may undertake at the suggestion of the President.

Article X – Secretary

Section 1: The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, including: (s)he shall keep the minutes of all Meetings of the Members and of the Board of Directors in books provided for that purpose. (S)He shall attend to the giving and serving of notices of all Meetings of the Members and of the Board of Directors. (S)He shall keep the book of the By-Laws, the Corporation Seal, if any, and other such books, records, and papers as the Board of Directors may direct, and shall also perform such duties connected with the operation of the Corporation as (s)he may undertake at the suggestion of the President.

Article XI – Treasurer

Section 1: The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors, including: (s)he shall execute in the name of the corporation all checks for expenditures authorized by the Board of Directors. (S)He shall prepare monthly billings to the Membership, and shall receive and deposit all funds of the Corporation in the bank(s) selected by the Board of Directors; funds will be paid out only by check. (S)He shall maintain proper records, accounting for all receipts, disbursements, and balance on hand. (S)He shall maintain a roster of the Members and publish it regularly to the Membership.

Section 2: The Treasurer, together with the President, shall prepare the annual budget and submit it to the Board of Directors for their approval. (S)He shall also prepare an annual income and balance report and submit it to the Membership at the Annual Meeting.

Section 3: The Treasurer shall also perform such duties connected with the operation

of the Corporation as (s)he may undertake at the suggestion of the President.

Section 4: The Treasurer may be compensated for his or her services at a rate determined by the Board of Directors or the Membership.

Article XII – Safety Officer

Section 1: The Safety Officer shall perform all duties incident to the office of the Safety Officer, subject to the control of the Board of Directors, including: (s)he shall be in charge of the safety of all ground and flight operations.

Article XIII – Associate Directors

Section 1: The two (2) Associate Directors shall perform all duties incident to the office of the Associate Directors, subject to the control of the Board of Directors, including: they may perform other duties assigned by the President.

Section 2: Both Associate Directors are in charge of general membership.

1. One (1) of the Associate Directors will be in charge of membership training including all aspects of soaring.
2. The other Associate Director will be in charge of the Corporation's equipment maintenance and security.

Article XIV – Committees and Other Appointments

Section 1: Subject to the provisions of ARTICLE VIII – Section 3, the President shall appoint the following standing committees:

1. Finance Committee, directed by the Treasurer and including two (2) other members. The Finance Committee shall oversee the finances of the Corporation and its billing and bookkeeping procedures and perform such other functions in this area as the President may direct.
2. Safety Committee, directed by the Safety Officer and including the Corporation's Flight Instructors. The Safety Committee shall be responsible for recommending to the Board of Directors: changes and amendments to the Flight Rules, shall cause infractions of the Flight Rules to be brought to the attention of the Board of Directors, investigate incidents or unsafe acts, and perform such other functions in this area as directed by the President.

Section 2: The President may appoint a Special Events Committee, Meeting Program Chairman, Social Committee, and other such committees and/or individuals as necessary or advantageous to the Corporation.

Article XV – Suspension, Expulsion, and Removal from Office

Section 1: A member may be removed from office, suspended for a period, or expelled for cause, such as a violation of these By-Laws, or Flight Rules, or other rules of the Corporation, or for conduct prejudicial to the best interests of the Corporation. Except as provided in ARTICLE XVI, Section 2, such action shall be initiated by the Board of Directors or by resolution at a Regular or Special Meeting called for that purpose. Removal, suspension, or expulsion shall then be decided at a Special Meeting called for that purpose and shall require a two-thirds vote of all Active Members in good standing, provided that a statement of the charges and a notice of the time and place of the Special Meeting shall have been sent by registered mail or personally delivered to the member at least ten (10) days before the Special Meeting, and that the member shall have had an opportunity to present a defense at the Meeting. Voting by mail or proxy shall not be permitted.

Article XVI – Finances

Section 1: The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Corporation's expenses and to maintain the value of the Corporation's assets. The Membership shall be notified by mail of any upward revision of fees, which shall become effective two (2) weeks thereafter.

Section 2: Any members whose balance due the Corporation has been fifty (50) dollars or more for a period of sixty (60) days shall be defined as delinquent and shall be automatically suspended from the operation of all Corporation equipment, unless specifically authorized by the President. If the member fails to remove the delinquency or to make appropriate arrangements with the Board of Directors for payment within a further thirty (30) days, the member's case shall automatically be an agenda item at each subsequent meeting of the Board of Directors and the Board of Directors shall have power to cause the member to be dropped from the rolls of the Corporation. Reinstatement shall be as for new Members, by application, which must be accompanied by payment of all past due indebtedness and the prevailing initial fee.

Section 3: The Fiscal Year shall be from February first to January thirty-first.

Section 4: Annually between the end of the Fiscal Year and the Annual Meeting, the books and accounts of the Corporation shall be audited by a special committee of two (2), appointed by the President and with the advise and consent of the Board of Directors. The Board of Directors, by majority vote, may cause an independent audit to be made by an outside auditing

firm at any time, when in their judgment it is deemed advisable.

- Section 5: The net savings or surplus remaining after all operation costs and other expenses have been paid shall remain in the Corporation's treasury for the purchase of new equipment, for contingencies, or for the purpose of reducing the hourly rates for flying as shall be determined by the Board of Directors. The net savings shall not be distributed to the Members for their individual use.
- Section 6: The Corporation shall carry full insurance as decided by the Membership on all Corporation aircraft against ground and flight damage and shall carry adequate liability insurance to protect the Corporation and the Members against suit by third parties or another Member of the Corporation.
- Section 7: Each and every operation of any aircraft owned and operated by the Corporation shall be conducted at the risk of the member under whose jurisdiction the aircraft is assigned, insofar as responsibility for damage resulting from operation of said aircraft is concerned, provided that, in any one accident involving loss or destruction to said aircraft, the Member operating said aircraft will be assessed for the uninsured and unreimbursable cost of the accident or for the amount as determined by the Board of Directors, but not to exceed five hundred (500) dollars.

Article XVII – Amendments

- Section 1: Amendments to the By-Laws may be introduced by any Active Member in good standing at any Regular Meeting or any Special Meeting called for that purpose. The amendment(s) shall be voted upon at a subsequent meeting whether Regular or Special called for that purpose, but in any event within two (2) months. Notice of the Meeting and copy of the substance of the proposed amendment(s) shall be sent to all Active Members at least seven (7) days prior to the meeting. A sixty (60) percent (fractions rounded upward) vote of the Active Members in good standing of the Corporation shall be required for passage.

Article XVIII – Dissolution

- Section 1: The Corporation may be dissolved by affirmative vote of two-thirds of the Active Members.
- Section 2: Funds received for the sale of all Corporation assets at the time of dissolution shall, after all obligations of the Corporation have been satisfied, be donated to the Soaring Society of America, Inc.