

Sundowners, Inc.

Bylaws

Article I. General

- A. The name of the organization is Sundowners, Inc.
- B. The purpose is to provide a not-for-profit social club that will promote the growth of aviation by means of education and practical experience; to enable aviation to be available to members, at reduced rates, to own and operate aircraft; to buy and sell property.

Article II. Board of Directors

- A. The Board of Directors, referred to as the Board, shall consist of the following elected officers: President, Vice President, Secretary, Treasurer, Flight Supervisor, and Maintenance Officer. The outgoing president shall serve as a general Board member for one year following the tenure as president. The President shall appoint the following Board members: one observer to serve as the chief observer and one member to serve as the scheduling officer. The President may appoint a member-at-large to the Board. These offices/directors shall be the governing body of the Sundowners, Inc. The Board has the authority to act in the name of the members in all matters not requiring the vote of the membership.
- B. These elected officers/directors shall serve one year terms. The outgoing president will assume a non-officer directorship for one year. When the outgoing president is not serving, a non-officer director will be elected from the membership.
- C. Elections shall take place at the annual meeting. The new officers/directors shall assume their duties on the first day of the month following the annual meeting.
- D. Vacancies shall be filled by appointment, by the remaining officer/directors; said appointees shall serve until the next regular election for that office.
- E. Any Board member ceasing to be an active member shall be considered to have vacated the office.
- F. Any Board member may be relieved of their office by a vote of two-thirds of the active membership.
- G. All decisions of the Board must be supported by a majority of officers/directors and may be overruled by a two-thirds vote of the active membership.
- H. The Board may discipline, ground, or expel members. The member subjected to any disciplinary procedure may make one appeal of the decision of the Board to the membership at the regular meeting following the date of the decision of the Board.
- I. The Board may authorize the Maintenance Officer to contract for major repairs or maintenance work on the Club's aircraft.

- J. The Board may appoint an assistant or assistants to the Secretary, Treasurer, and/or the Flight Supervisor, and may determine the assistant's duties.
- K. The signature of the President or the Treasurer is required on all club checks.
- L. Annually the President shall appoint an audit committee to review the Club financial records. The committee members shall not currently hold an officer/director position.

Article III. Officers

A. President

- 1. Shall preside at all Board and membership meetings, both regular and special.
- 2. May appoint committees and serve as EX Officio member of such committees without a vote except in the event of tie votes.
- 3. Shall secure in writing and approve all contracts involving more than one thousand dollars.
- 4. May sign checks.
- 5. May sign contracts and written obligations of the Club approved by the Board.

B. Vice President

- 1. Shall act on behalf of the president in all matters, except in the appointment of committees, when the president is unable to perform his/her duties.
- 2. Shall be the chairman of the membership committee.

C. Secretary

- 1. Shall conduct all correspondence for the Club except when delegated to another officer or committee.
- 2. Shall give written/electronic notice of the annual meeting to all active members and shall notify all active members of regular and special meetings.
- 3. Shall give written/electronic notice to all active members of changes to the Operating Rules and of proposed changes to the Bylaws.
- 4. Shall keep minutes of all meetings including a record of any votes taken.
- 5. Shall be responsible for organizing, filing and storing certain documents and records.

D. Treasurer

- 1. Shall be responsible for the collection of money due the Club.
- 2. Shall be responsible for the deposit of all checks into appropriate accounts approved by the Board.
- 3. May sign checks.

4. Shall be responsible for the payment of all bills associated with the Club's normal operation and other Club expenditures approved by the Board.
5. Shall be responsible for the maintenance of records of all funds, income received, and disbursements.
6. Shall execute all periodic reports required by the federal, state, and local governments, including bank account authorizations, and other financially-related documents.
7. May sign all written contracts and obligations of the Club approved by the Board.
8. Shall be responsible for the financial records of the Club including bills of sale, insurance policies, and other related documents.
9. Shall maintain and administer the Engine Replacement Fund designed to be fully funded at the recommended TBO for each aircraft. All Engine Fund collections must be used to finance engine replacement only. Exceptions would require a vote by the whole membership.
10. Shall maintain and administer a Insurance Fund designed to be fully funded by the time the Club insurance is due.
11. Shall maintain and administer a New Aircraft Fund designed to be used to facilitate purchase of replacement or additional aircraft. The fund increases would be suspended during the time any aircraft loan is being paid. Exceptions would require a vote by the whole membership.
12. The treasurer may at his/her discretion employ the services of a qualified bookkeeper to perform the duties of Article III.D.1-8.
13. The selection of the bookkeeper and any remuneration thereof must be approved by the Board.
14. The treasurer may at his/her discretion assign any additional duties to the bookkeeper as may be required in the performance of his/her duties to maintain financial records in an accurate and professional manner.
15. The treasurer shall report the financial condition of the Club at each meeting, regular or special.

E. Flight Supervisor

1. Must be a pilot and shall supervise the flying activities of all members.
2. Shall maintain a schedule allowing active members to reserve the use of any Club aircraft for specific periods in advance.
3. Shall assist new members in becoming familiar with the Club's aircraft and in contacting an instructor, as required.
4. Shall enforce Operating Rules pertaining to aircraft operation and inform the Board of any violations.

5. May temporarily refuse any member the use of any aircraft for any reason, if he/she deems such action necessary and will inform the Board of such action.
6. May inspect any members log book or flying record.
7. Shall be responsible for all correspondence, documents, and activities related to membership status and attendance.

F. Maintenance Officer

1. Must be a pilot and shall be responsible for the maintenance of the Club's aircraft and will authorize routine repairs and maintenance.
2. Shall inform the Board when major repairs or maintenance are necessary or desirable.
3. Shall maintain airplane and engine log books as required by FAA regulations.
4. Shall approve all maintenance bills prior to their payment and retain copies of invoices or receipts.

G. Scheduling Officer

1. Shall utilize the records of the chief officer to determine the qualifications of observers and pilots to crew Sundown Patrol flights.
2. Shall utilize the records of the flight supervisor to determine the qualifications of pilot members to act as PIC on Sundown Patrol flights.
3. Shall maintain a current listing of all qualified pilots and observers available to crew Sundown Patrol flights.
4. Shall create and distribute via the newsletter a monthly schedule of pilots and observers to crew the weekend Patrol flights.
5. Shall receive feedback on all aborted Patrol flights.

H. Chief Observer

1. Shall conduct periodic training sessions for observers and pilots.
2. Shall maintain records on all observer and pilot qualifications for patrol crew assignments.
3. Shall evaluate all Sundown Patrol performance feedback to determine need for additional training, equipment, and/or procedure changes.

Article IV. Membership Requirements and Duties

- A. There shall be four categories of membership: Active Pilot, Inactive Pilot, Observer, and Leave of Absence (LOA) Pilot. Refer to Sundowners, Inc. Operating Rules for specifics related to categories or sub-categories.
 1. Active Pilot Membership

(a) All active members are entitled to one vote and the privilege may not be delegated to another. Voting shall be in person at a membership meeting or by written/electronic ballot.

(b) All active members have the use of all aircraft that they are qualified to fly according to the Operating Rules of the Club.

2. Inactive Pilot Membership

(a) Inactive members may not vote, use Club aircraft, and are excused from payment of monthly dues and special assessments.

(b) Inactive membership may be granted to a member by the Board upon the member's written request, if circumstances substantially beyond the member's control make their active participation in the Club's activities impractical for an anticipated period of three months or longer.

(c) Inactive members are encouraged to participate in all social and educational functions of the Club.

3. Observer Membership

(a) Observer members of the Sundown Patrol of Lee County, Inc. shall be granted an automatic membership in Sundowners, Inc. as observer members.

(b) All observer members are entitled to one vote and the privilege may not be delegated to another. Voting shall be in person at a membership meeting or by written/electronic ballot.

(c) Observer members shall be eligible to serve on the Board in any position except the positions of president or flight supervisor.

(d) Observer members shall be eligible to vote in all matters of the Club with the exception of:

i. Those matters concerning the reprimand of a pilot member for the infraction of the Operating Rules of Sundowners, Inc.

ii. Those matters concerning the maintenance, purchase, sale or trade of Club property.

(e) Observer members serving on the Board are eligible to vote in all matters of the Club.

4. LOA Pilots

(a) Will consist of unavailable members. Members on LOA are to be billed a minimum of six months.

(b) LOA pilot must notify the Board in writing of his/her intent.

(c) The remainder of the year shall be at full Club rate. Should a LOA decide to fly during a month that is not at full rate, he/she shall pay full rate for that month.

- (d) Pilots may not book aircraft while not paying full dues.
- B. An applicant for membership must submit a completed, signed application to the membership committee and pay the application and membership fees as set forth in the Operating Rules.
- C. An applicant's signed application, with Membership Committee recommendation, will be presented at a meeting of the Board of Directors. An affirmative vote by a majority of the Board will confirm membership to the applicant.
- D. Additional requirements for new members may be set forth in the Operating Rules.
- E. Admission to membership implies a commitment on the part of the new member to be an active member for a minimum of twelve months.
- F. An inactive member may be reinstated as an active member by the Board upon request and upon the payment of any special assessments which may have been levied upon the active membership during the inactive period and provided that a vacancy exists in the active membership. In the event there is no such vacancy, the inactive member desiring active status has prior claim to active membership over new applicants.
- G. Resignation from membership will be in writing. After being accepted by the Board the resignation becomes effective immediately.
- H. Any member not paying their dues and not attending a meeting for three consecutive months without contacting an officer of the Club may be considered, at the option of the Board, to have resigned from membership.
- I. The membership shall approve all transactions which buy, sell, and/or trade Club property that has a value greater than three thousand (\$3,000) dollars.
- J. Members will be held harmless from legal prosecution while performing appointed Club duties and functions unless this performance is grossly negligent or willfully and wantonly negligent.

Article V. Meetings

- A. The annual meeting shall be held within the first two weeks of January each year for the election of officers/directors.
- B. Regular membership meetings shall be held monthly with the day, time, and place as set forth in the Operating Rules.
- C. Regular Board meetings shall be held the third Tuesday of each month with the time and place as set forth in the Operating Rules.
- D. Special meetings, either membership or Board, may be called by the Board on its own initiative or at the request of any five or more active members.
- E. The active members in attendance shall constitute a quorum at any annual, regular, or special membership meeting.

- F. Five Board members shall constitute a quorum at all Board meetings and the meeting will be managed by the Sargent of Arms as appointed by the President.
- G. All meetings shall be conducted in accordance with Robert's Rules of Order which shall be managed by the Sargent of Arms. Parliamentary authority shall prevail for all matters of procedure not specifically covered in the Bylaws.
- H. Prior to regular membership meetings, the Board shall meet and act on resignations and requests for inactive or active status changes and the order for processing applications for active membership.

Article VI. Committees

- A. The membership committee with the Vice President as the chairman shall receive and review applications from prospective members.
- B. This committee shall interview and investigate the applicant. The investigation may include, but not be limited to, checking references, credit checks, and a the report of a Board approved CFI.
- C. This committee shall inform the applicant prior to informing the Club membership of their findings.
- D. This committee shall be composed of at least three active members.
- E. This committee shall follow procedures as described in the Operating Rules.
- F. The nominating committee shall be appointed by the president by November 1 prior to the election.
- G. Additional committees may be appointed as necessary to carry out various functions of the Club including, but not limited to, aircraft acquisition, nominations, rule revisions, and special events.

Article VII. Amendments

- A. Amendments to the Articles of Incorporation or to the Bylaws may be proposed by a committee of the Club or by any three active members.
- B. Proposed amendments must be received by the secretary of the Board two weeks or more before the regular meeting at which the proposed amendments are to be discussed.
- C. The secretary will inform the membership in writing prior to the meeting of the proposed amendments. Posting said notices in the Club's newsletter will be deemed sufficient compliance with this item.
- D. Following discussion by the membership, written/electronic ballots will be mailed to all members stating the proposed amendments to be voted on.
- E. The ballots shall be counted on the last day of the month following the month in which the ballots were originally mailed.

- F. An affirmative vote of two-thirds of the active members voting or one-half of the active membership, whichever is greater, shall be necessary to approve said amendments.

Article VIII. Operating Rules

- A. Operating Rules pertaining to the day to day operation of the Club shall be maintained in printed form and made available on the Club website. Rules may include, but not be limited to, aircraft operation, aircraft reservation, membership, grounding, discipline, expulsion, dues, fees, assessments, flying rates, and other flying and miscellaneous rules.
- B. Additions, deletions, and/or modifications to the Operating Rules may be made by the Board of Directors or by a majority of active pilot members present at any regular or special meeting attended by a quorum where such changes are proposed.
- C. Rule changes shall be binding on all members after written/electronic notice of the changes have been mailed to the members and approval at the next general membership meeting.

Article IX. Dissolution

- A. The Club may be dissolved by a two-thirds vote of the active membership using the same procedures as required for amendments to the Bylaws.
- B. In the event the Club is dissolved, all outstanding debts shall be paid from the assets of the Club.
- C. Assets remaining after all outstanding debts are paid shall be distributed equally among the active and the inactive (up to one year) members up to the amount of the individual members equity in the Club.
- D. Any remaining assets after the member's equity is distributed shall be distributed according to the laws of the State of Florida.

Article X. Status of this Document

- A. These Bylaws replace all previous Bylaws and shall be known as Sundowners, Inc. Bylaws revised October 5, 2016.