

**BY-LAWS FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED  
BY STATUTE OR ITS ARTICLES OF INCORPORATION OF  
VALLEY PILOTS FLYING CLUB, INC.**

**Article I  
OFFICES**

SECTION 1. PRINCIPAL OFFICES: The principal office for the transaction of the business of the corporation is hereby fixed and located at Buchanan Field, Concord, California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county.

**Article II  
MEETINGS OF MEMBERS**

SECTION 1. NEW MEMBERS: New members shall be admitted when all of the following conditions have been met;

1. Sponsored by a member whose account is paid to date.
2. Age Twenty-one years or over, if a regular member. Age Sixteen years, if an associate member.
3. Payment of full entry fee, for regular member. Payment of one-half entry fee, for associate member.
4. Approval of a majority vote of the Board of Directors at the next monthly meeting of the Board following the presentation of the application.
5. All new members will be on a 90-day probationary period.

SECTION 2. TERMINATION OF MEMBERSHIP: A members membership may be terminated by any one of the following means:

1. Resignation of the member.
2. Failure to pay monthly charges for a period of three (3) months and upon a majority vote of the Board of Directors.
3. For cause as determined solely by the Board of Directors or upon a two-third (2/3) vote of the entire membership.
4. An associate membership must be terminated or converted to regular membership when the associate member reaches age twenty-one years, or becomes a member of a separate household.

SECTION 3. ENTRY FEE: The entry fee for new members shall be such sum as shall be determined by the Board of Directors.

SECTION 4. MONTHLY CHARGES: Monthly charges shall be determined by the Board of Directors.

SECTION 5. PLACE OF MEETINGS: All annual meetings of the members shall be held at the principal office of the corporation, and all other meetings of the members shall be held either at

the principal office or at any other place within or without the State of California, which may be designated by the Board of Directors pursuant to authority hereinafter given to said Board.

#### SECTION 6. QUARTERLY MEETINGS

- A. The Quarters of the Club year are designated;
  - FIRST, January 1 through March 31
  - SECOND, April 1 through June 30
  - THIRD, July 1, through September 30
  - FOURTH, October 1 through December 31
- B. The Second Quarterly Meeting shall be the Annual meeting.
- C. There shall be at least one Quarterly Meeting every quarter, the time and place of which shall be designated by the Board of Directors, and notice of which shall be given to every member by publication in the monthly Club bulletin, or by special notice, at least five days prior to the meeting. That notice shall additionally specify the general nature of the business to be transacted.

SECTION 7. THE ANNUAL MEETING shall be the Second Quarterly Meeting. At the Annual Meeting directors shall be elected, reports of the affairs of the Corporation shall be presented and considered, and any business may be transacted which is within the powers of the members.

#### SECTION 8. ADJOURNED MEETINGS AND NOTICE THEREOF

Any meetings of the members, annual or quarterly, may be adjourned from time to time by the vote of a majority present.

#### SECTION 9. VOTING

Members of record whose monthly accounts are current shall be entitled to vote. Such vote may be by voice or by ballot upon demand by a member at any election, before the voting begins, but members may not cumulate their votes.

#### SECTION 10. QUORUM

The presence in person or by proxy of any number of the members entitled to vote at any meeting shall constitute a quorum for the transaction of business.

#### SECTION 11. PROXIES

Every person entitled to vote shall have the right to vote in person or by agent authorized by a written proxy executed by such person and filed with the Secretary of the Corporation, provided that no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution.

### **ARTICLE III DIRECTORS**

#### SECTION 1. POWERS:

Subject to limitations of the articles of incorporation, of the by-laws, and of the California Corporation Law as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the by-laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

FIRST- To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them not be inconsistent with law, with the articles of incorporation or the by-laws, fix their compensation, and require from the security for faithful service.

SECOND- To conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or with the articles of incorporation or the by-laws, as they may deem best.

THIRD- To change the principal office for the transaction of the business of the corporation from one location to another within the same county as provided in Article I, Section I, hereof; to designate any place within or without the State of California for the holding of any member's meeting or meetings except the annual meetings; and to adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

FOURTH- To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory note, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation or other evidences of debt and securities therefore.

## SECTION 2. NUMBER AND QUALIFICATIONS OF DIRECTORS:

The authorized number of directors of the corporation shall be seven (7) until changed by amendments of the Articles of Incorporation or by a by-law duly adopted by the members amending this section 2.

## SECTION 3. ELECTION AND TERM OF OFFICE:

The directors shall be elected for a term of two years, and may be elected to serve consecutively at most two terms. Elections shall be held annually with four-sevenths elected on even years, and three-sevenths elected on odd numbered years. A director shall not simultaneously occupy the office of Secretary, Treasurer, or: Maintenance Officer.

## SECTION 4. VACANCIES:

Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the members. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of death, resignation or removal of any director, or if the authorized number of directors be increased, or if the members fail at any annual or special meeting of members at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

The members may elect a director or directors at anytime to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director rendered to take effect at a future time, the board or the members shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

#### SECTION 5. PLACE OF MEETING:

Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the board or by written consent of all members of the board. In the absence of such designation regular meetings shall be held at the principal office of the corporation. Special meetings of the board may be held either at a place so designated or at the principal office.

#### SECTION 6. ORGANIZATION MEETING:

Immediately following each annual meeting of members, the retiring President shall call a regular meeting and act as chairman pro-tem for the purpose of transferring duties and corporate business to the new officers.

#### SECTION 7. OTHER REGULAR MEETINGS:

Other regular meetings of the Board of Directors shall be held without call on the Thursday following 15<sup>th</sup> day of each month; provided, however, should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday.

#### SECTION 8. SPECIAL MEETINGS:

Special meetings of the Board of Directors for any purpose or purposes shall be called any time by the President, or, if he is absent or unable or refuses to act, by the Vice-President or by any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director, or sent to each director by mail or by other form of written communication, charges prepaid addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records, or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed or telegraphed it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telegraphing or delivery as above provided shall be due, legal, and personal notice to such director.

#### SECTION 9. NOTICE OF ADJOURNMENT:

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

**SECTION 10. WAIVER OF NOTICE:**

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, and of either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waiver, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**SECTION 11. QUORUM:**

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or division done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation.

**SECTION 12. ADJOURNMENT:**

A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided however, that in the absence of a quorum, a majority of the directors present at any directors meeting, either regular or special, may adjourn from time until the time fixed for the next regular meeting- of the Board.

**SECTION 13. FEES AND COMPENSATION:**

Directors shall not receive any stated salary for their services as directors, but, by resolution of the board, a fixed fee, with or without expenses of attendance, may be allowed for attendance at each meeting.

**SECTION 14. IDEMNIFICATION OF DIRECTORS AND OFFICERS:**

Each director and officer, whether or not then in office, shall be indemnified by the corporation against all liabilities, costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the corporation itself) made with a view to curtailing of costs of litigation. The corporation shall not, however, indemnify such director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such director or officer, not in respect of any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to a final conclusion; and in no event shall anything herein contained be so construed as to authorize the corporation to indemnify any such director or officer against any liability or expense by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled to as a matter of law.

**ARTICLE IV  
OFFICERS**

**SECTION 1. OFFICERS:**

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have at the discretion of the Board of Directors, a Chairman of the Board, one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except those of President, Secretary and Treasurer.

**SECTION 2. ELECTION:**

The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article shall be chosen annually by the Board of Directors, and each shall hold his office until he shall resign or shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

**SECTION 3. SUBORDINATE OFFICERS, ECT.:**

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the by-laws or as the Board of Directors may from time to time determine. The Board of Directors may designate a manager of the corporation, whose duties shall include the active management and direction of the business affairs of the corporation.

**SECTION 4. REMOVAL AND RESIGNATION:**

Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular meeting or special meeting of the Board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**SECTION 5. VACANCIES:**

A vacancy in any office because of death: resignation, removal, disqualification or any other Cause shall be filled in the manner prescribed in the by-laws for regular appointments to such office.

**SECTION 6. CHAIRMAN OF THE BOARD:**

The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors and. exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the by-laws.

**SECTION 7. PRESIDENT:**

Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the chief executive officer of the corporation and shall, subject to the control of the business and officers of the corporation. He shall preside at all meetings of the members and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall be ex officio member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of president of an corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the by-laws. Past Presidents shall be ex-officio members of the Board of Directors but will not have the right to vote.

**SECTION 8. VICE PRESIDENT:**

In the absence or disability of the President, the Vice-Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice-President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the by-laws.

**SECTION 9. SECRETARY:**

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the directors' meeting, the number of members present or represented at members meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office a members' register or a duplicate members' register showing the names of the members and their addresses. In the event there shall be required an assistant secretary, his activity shall be those of corresponding secretary. He shall have the additional responsibility of publication of bulletins and correspondence with members and such other duties as shall be prescribed by the Board of Directors and under the direction of the Secretary.

The Secretary shall give or cause to be given, notice of all of that meetings of the members of the Board of Directors required by the by-laws or by law to be given, and he shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

**SECTION 10. TREASURER:**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. Any surplus, including earned surplus, paid-in surplus and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall be at all reasonable times open to inspection by any director.

The treasurer shall deposit all moneys and other valuables in the name and to the credit of

the corporation with such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall tender to the President and directors, whenever they request it, and account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the by-laws.

In the event an assistant treasurer is required, the assistant treasurer's duties will include mailing statements, banking receipts, and posting individual records and such duties as may be spelled out by the Board of Directors under the direction of the Treasurer.

**SECTION 11A. SAFETY OFFICER:** The Safety officer shall verify the adequacy of plans, aircraft, and pilot proficiency before granting special approval of flights proposed to him by members in accordance with current Club rules. He shall prescribe, as conditions for such approval, any course of action necessary for safe practice and operation of aircraft. He shall forbid the flight of Club aircraft at any time the criteria for approval are not met. He shall also forbid the flying of any Club aircraft by any member he has reason to believe has acted in violation of a Club rule or F.A.A. regulation, until the violation has been found to have not occurred, or has been acted upon by the Board of Directors.

**SECTION 11B. CLUB FLIGHT INSTRUCTOR:** There shall be a Club Flight Instructor who shall supervise the maintenance of pilot proficiency as required by Club rules. He shall also verify the credentials and proficiency of all Certified Flight Instructors, members or non-members, before they are authorized under the rules to instruct Club members in Club aircraft. He shall exercise special supervision over the instruction of student pilot members, consulting with the student's instructor in regard to his progress. He shall serve as consulting Certified Flight Instructor to the Safety Officer.

**SECTION 12. MAINTENANCE OFFICER:** It shall be the duty of the Maintenance Officer to supervise the maintenance of up-to-date aircraft and engine logs. It shall be the duty of the Maintenance Officer to perform inspections and recommend such repairs as consistent with good maintenance and safety practices. The Maintenance Officer shall be empowered to ground any aircraft for inspection or repair.

## **ARTICLE V MISCELLANEOUS**

**SECTION 1. INSPECTION OF CORPORATE RECORDS:** All corporate records shall be open to inspection upon written demand of any member. Such inspection may be made in person or by agent or attorney, and shall include the right to make extracts. Demand shall be made in writing upon any officer of the corporation.

**SECTION 2. CHECKS, DRAFTS, ECT.:** All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

**SECTION 3. CONTRACT, ECT.:** HOW EXECUTED: The Board of Directors, except as in the



by-laws otherwise provided, may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

**SECTION 4. INSPECTION OF BY-LAWS:** The corporation shall keep in its principal office for the transaction of business the original or a copy of the by-laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

## **ARTICLE VI AMENDMENTS**

### **SECTION 1. LIMITATION OF POWERS TO PURCHASE OR SELL:**

The Board of Directors shall not have the power to purchase or sell any airplane without first obtaining the consensus of a majority of the members.

## **ARTICLE VII AMENDMENTS**

**SECTION 1. POWER OF MEMBERS:** New by-laws may be adopted or these by-laws may be amended or repealed by the vote of members entitled to exercise a majority of the voting power of the corporation or by written assent of such members except as otherwise provided by law or by the Articles of Incorporation.

**SECTION 2. POWER OF DIRECTORS:** Subject to the right of members as provided in Section I of this Article VII, amend, or repeal by-laws other than a by-law or amendment thereof changing the authorized number of directors may be adopted, amended or repealed by the Board of Directors.