



Bylaws

Adopted: 1/1/2005

Amended: 9/10/2021

A. PURPOSE and SCOPE

1. SOUTHERN EAGLES SOARING, INC. (“SES” or the “Club”) is a social club organized for the pleasure, recreation, and other similar nonprofit purposes and activities of its members. In this context the term “nonprofit” does not restrict the Club from generating an operating surplus which may be used to further its purpose.
2. The purpose of SES is to provide equipment and facilities so that its members may enjoy and promote their common interests in the sport of soaring.
3. SES shall be organized and operated in accordance with IRS Code Section 501(c)(7). The club shall also maintain valid corporate registration with the Georgia Secretary of State as “Southern Eagles Soaring, Inc.”.
4. No part of the Club’s net earnings shall inure to the benefit of any person having an interest in the activities of the Club.
5. Southern Eagles Soaring, Inc., its Officer or Directors, or their assigns, neither assumes nor accepts any liability or responsibility for the individual acts of its members.

B. MEMBERSHIP CATEGORIES, RESPONSIBILITIES, PRIVILEGES and LIMITATIONS

1. There are four classes of Club membership: *Active*, *Active (family member)*, *Service*, and *Inactive*:
 - a. 1. ***Active membership***: A person must be an *Active* member of SES to pilot (as pilot in command or student glider pilot) any Club Glider. *Active* status is gained by application to the *Board of Directors* and the payment of an initiation fee, first month’s dues, and prorated SSA annual dues. *Active* membership is maintained by the timely payment of monthly dues and obligations for flight/tow charges, or as otherwise determined by the *Board of Directors*.
 2. Only *Active* members are entitled to vote and hold office. *Active* members, once fully vested, also have Club ownership rights.
- b. 1. ***Active (family member) membership***: An *Active* member’s spouse and any other immediate family member(s) ages twenty-one (21) and younger may be granted *Active*

status through the same application and approval process per Item 2 of this Section except *Active (family member)* members do not pay the initiation fee. Each individual *Active (family member)* maintains their *Active* status by paying monthly dues and obligations for flight/tow charges, or as otherwise determined by the *Board of Directors*.

2. *Active (family member)* members do not have Club ownership rights and therefore cannot vote or hold office.
 3. A youth *active family member* in good standing may, upon their 22nd birthday, become an active member by paying the initiation fee. At that time, they become vested, voting members of the club.
 4. As used herein, the terms “*Active*” and “*Active member*” means both *Active* Club members and *Active (family member)* Club members unless explicitly noted otherwise.
- c. 1. ***Service membership***: Individuals who desire to contribute their time and effort in support of the club but do not want to fly club gliders as a student glider pilot or PIC may apply to the board (using the standard club membership application form and waiver) to be designated a “*Service Member*”. *Service* members may pilot the club towplane (provided they meet all FAA and club requirements for tow pilots), operate club ground equipment, participate in regular club activities, etc. *Service* members may ***NOT*** act as PIC or receive flight training in club gliders (except to meet FAA requirements for tow pilot qualification). *Service* Members will not be required to pay an initiation fee or monthly dues, however they are required to be active SSA members (enrolled individually or through the club's batch renewal process, for which SSA dues will be collected annually).
2. *Service* members do not have Club ownership rights and therefore cannot vote or hold office.
- d. 1. ***Inactive membership*** status is granted by an *Active* member’s formal request to the *Board of Directors*. Approval of *Inactive* status requires that the member is *in good standing* at the time of the request. Reversion from *Active* to *Inactive* status will remain in force for at least twelve (12) months unless otherwise reduced upon appeal to the *Board of Directors*.
2. During a member’s *Inactive* status a member does not preserve their ownership rights. His/her initiation fee is retained by the Club and will be reassigned to the member should he/she be reinstated to *Active* status at a later date.
 3. Reinstatement from *Inactive* to *Active* status is by formal request to the *Treasurer* along with the payment of any reinstatement fees or assessments instituted by the *Board of Directors*.
 4. An *Active* member may opt to forgo reverting to *Inactive* status and instead resign, once all financial obligations to the Club are satisfied, by formal resignation notification to the *Treasurer*. Once a member resigns, for them to again become a Club member requires formal application and approval per Item 2 of this Section to include resubmission of the initiation fee.
2. **Membership** in SES is applied for by submitting an application and release form along with payment of the initiation fee, first month’s prorated dues, prorated SSA annual dues, and any other required documentation or other assessments that may be declared by the *Board of Directors*. New member are then formally inducted by a majority affirmative vote of the *Board of Directors*.

3. **Vesting:** Once their initiation fee is paid in full, each *Active* member is vested with an equal ownership share of all the property owned by the Club. Ownership rights are not extended to *Active (family member)* members, *Service* members, or to *Inactive* members.
4. **Standing:** Any right or privilege of Club Membership requires that the member maintain his/her status “*in good standing*”. The term “*in good standing*” means that all dues, fees, assessments, or other debts a member owes to the Club are promptly and fully paid. An *Active* member must be “*in good standing*” before he/she may serve on the board in any capacity, or is granted *Inactive* status or may resign.
5. **Club billings** are expected to be paid upon receipt. Any member not promptly paying their bill is deemed “*not in good standing*”, the consequences of which will be suspension and/or expulsion in accordance with Item 10.b. of this Section. In general, all balances shall be paid in full within 30 days of the last billing before the provisions of Item 10.b. of this section come into play.
6. Failure of a member who no longer wishes to remain an *Active* member to either formally request reversion to *Inactive* status or formally resign will cause their club billings to continue thus resulting in an overdue account and becoming “*not in good standing*”, the consequences of which is suspension and expulsion in accordance with Item 10 of this Section.
7. Club members are expected to read, know, and comply with all Club Bylaws, rules, regulations, policies, procedures, and directives. Furthermore, it is the individual responsibility of each Club member to ensure their flying is done in adherence to all applicable federal, state, and local regulatory and licensing requirements and insurance stipulations to include (but not limited to): the possession of a valid rating(s) and compliance with any restrictions thereof, a current medical certificate (as required), a current flight review, at least the minimum requisite flight experience, and any currency requirements for the aircraft to be flown.
8. A tow pilot or CFIG must be an active or service member to fly a club tow plane or club trainer, respectively. A prospective tow pilot must apply for and be granted approval by the *Board of Directors* to receive tow training and must be signed off by the chief tow pilot as meeting all club and FAA requirements to tow before towing. A prospective service member CFIG must be approved by the senior instructor and board as having met all FAA and club requirements to instruct.
9. Membership is not required for someone to receive a *sightseeing ride* (a sightseeing ride is a flight provided to a “walk-up” member of the public who wishes to fly in a club aircraft.) These are considered commercial flights, therefore the pilot in command for such a flight must be a rated commercial glider pilot. A sightseeing ride passenger must complete and sign a release form prior to the flight. Sightseeing rides are typically charged at higher rate as established by the board. Qualified *Active* members are permitted to fly a guest as a passenger in a club glider. Such a “sponsored” guest must likewise complete a release form prior to the flight. Fees for such sponsored rides are the same as for regular member flights.
10. a. Any Club member may, by administrative action of the *Board of Directors*, be rebuked, censured, fined, or suspended for cause. These causes to include but are not limited to intentional violation of FARs, Club Bylaws, rules, regulation, policies or procedures, unsafe flight operation, unsafe ground operations, nonpayment or delinquency of payment of dues/fees, or conduct prejudicial to the best interest of the club.

- b. For *delinquent payment of dues or other obligations* (accounts are considered delinquent after 45 days from the date of the last regular billing cycle), the Treasurer shall contact and inform the member of this situation, requesting timely payment. If payment is not received within an additional 30 days from first notification of the account delinquency, that member's flight privileges (flying in any club aircraft in any capacity) will automatically be suspended until their account is paid in full. The treasurer will notify the board and all tow pilots when this occurs and when a member is restored to being in good standing.
- c. For offenses other than payment delinquency, the accused member will be notified, by certified mail, of the charge(s) levied and the action(s) taken by the *Board* up to but not exceeding suspension of flight privileges. The accused member will then have thirty (30) days from the date said notification letter is mailed to actively and expeditiously rectify the charge(s) against them, as determined by the *Board of Directors*.
- d. If, after thirty (30) days, the charge(s) against the accused member are not satisfactorily resolved, further administrative action shall be taken against the accused member up to and including expulsion with forfeiture of all accrued initiation fee.

11. The subject member of such *Board* administrative action may appeal that action to the membership. The membership may vote to overturn *Board* decisions per Section C, Item 15.

C. CLUB OFFICERS and GOVERNANCE

1. a. The overall governance of the Club shall be vested in a *Board of Directors* who shall have charge and control over all Club property and finances, and ensure that the Club is operated in accordance with the Bylaws. The *Board of Directors* shall have the authority to establish, amend, and enforce the Club's operating rules, regulations, policies, procedures and directives. The *Board of Directors* has the authority to set dues/fees and levy assessments upon the membership sufficient to pay expenses and to maintain assets. The *Board of Directors* shall obtain and maintain liability and property damage insurance adequate to protect the Club and its assets, and shall ensure that all stipulations of such coverage are complied with. The *Board of Directors* has the authority to transact any and all business incidental to carrying out the purpose of the Club within the scope of the By Laws. The *Board of Directors* shall approve all appointments, sales, non-routine expenditures exceeding three hundred dollars (\$300) (routine expenditures include fuel, consumable/maintenance items such as hardware, fabric maintenance supplies, tires, tubes, spark plugs, oil, solvents and lubricants, etc.) , encumbrances, contracts, and other legal agreements.

b. The *Board of Directors* will be comprised of a minimum of three (3) and a maximum of seven (7) members. All elected Officers will concurrently serve as a member of the *Board of Directors*. The Maintenance Officer, the Chief Tow Pilot and the Senior Instructor are also included as non-voting members of the board (unless they are elected to the board, in which case they will be considered voting members) and shall be called upon for input when the board is discussing matters within their purview.

c. The *Board of Directors* establishes the Club's fee structure and may adjust fees as it deems necessary to ensure the solvency of the Club. In no case shall any member be greater benefited than another member of the same class of membership. This restriction does not

preclude the *Board* from making *quid pro quo* adjustments to the dues/fees of a member(s) who provides a necessary professional service(s) to the Club.

d. The elected Officers of the Club are ***President***, ***Secretary***, and ***Treasurer***, with the allowance for a combined *Secretary/Treasurer* position.

e. Officers and Directors are elected by a *plurality* vote (most number of votes received wins regardless if it is a majority) of those *Active* members present at the Club's Annual Meeting, with the term of office set at twelve (12) months from being elected or until such time as new Officers and Directors are elected at the next Annual Meeting of the Membership.

f. The *President* shall nominate, and the *Board of Directors*, in turn, will ratify a *Maintenance Officer*, *Chief Tow Pilot* and a *Senior Instructor*.

g. Any club officer or board member who, for whatever reason during their term, becomes *not in good standing* as defined by section B.4. may immediately be suspended or removed from that position by the Board of Directors. The board member not in good standing does not have a vote in making this decision and will not be restored to their board position even if they satisfy their debt at a later date.

h. An unfilled or vacated Officer or Director position may be filled by an appointee by the *Board of Directors*. The appointee's term of office shall run coincidental with the remaining elected term of office.

2. The ***President*** is the Chief Executive Officer of the Club and shall also serve as the Chairman of the *Board of Directors*. The *President* shall have general supervision over the day-to-day management of Club affairs and be the official Club representative and point of contact. The *President's* duties include: preside over meetings, appoint committees, and carry out the directives of the *Board of Directors*. The *President* shall sign and execute those legal instruments approved by the *Board of Directors* and has the standing authority to approve any non-routine expenditure relating to the operation of the Club not to exceed three hundred dollars (\$300) per purchase. The *President* will submit an annual budget, to include an accounting of the Club's assets and liabilities, to the *Board of Directors* for their approval no later than sixty (60) days after the Club's Annual Meeting of the Membership.
3. The ***Secretary*** shall perform such duties as directed by the *President/ Board of Directors* to include: record and distribute the minutes of all Club proceedings, maintain a permanent record of Club documents (to include meeting minutes), a membership roster, a copy of the Club's Charter and Bylaws, corporate status documentation, operating policies and procedures, fee schedule, aircraft registrations, and insurance policy information. The *Secretary* will act in support of the *President* to ensure the Club is operated in accordance with the Articles of Incorporation and the Bylaws, and shall work with the *Treasurer* to ensure that the Club's insurance policy, SSA membership(s) and corporate status are renewed annually and that any tax returns are filed. The *Secretary* shall make periodic corporate status reports to the *Board*. In case of the absence or disability of the *President*, the *Secretary* will assume all the powers and will perform all the duties of the *President*.
4. The ***Treasurer*** shall perform such duties as directed by the *President/Board of Directors* to include: financial management of Club funds, receive and record income, disburse and record

expenditures, record and retain financial documents, develop and update a membership roster, review and retain membership applications, record and maintain Club member accounts, submit account billings to the membership on a consistent basis, pay taxes, insurance premiums, SSA dues and corporate renewal fees, and maintain operational data regarding utilization and cost for club assets and operations. The *Treasurer* will act in support of the *President* to ensure Club is operated in accordance with IRS Code Section 501(c)(7), that Club accounts are independently audited annually, that a budget is developed, approved, and complied with, and that Club monies are utilized in a cost effective manner. The *Treasurer* shall make periodic membership and financial status reports to the *Board* and provide regular operating and financial updates to the membership. Audits shall be periodically conducted of the clubs' financial records by a qualified individual at the direction of the board.

5. The *Maintenance Officer* shall have general supervision over the care and condition of Club equipment, and shall perform such duties as directed by the *President/Board of Directors* to include: schedule and/or conduct periodic required inspections, supervise repairs and modifications, maintain documentation necessary to ensure airworthiness in accordance with applicable directives, and suggest changes and improvements to Club maintenance procedures. The *Maintenance Officer* shall make periodic reports to the *Board* regarding aircraft condition and upcoming inspections and shall be consulted prior to purchase of any aircraft or add-on equipment. Any member who becomes aware of any maintenance discrepancy, or who makes on-the-spot minor repairs to club aircraft, shall notify the *Maintenance Officer* as soon as practical.
6. a. The *Chief Tow Pilot* shall be responsible for overseeing all club towing operations. The *Chief Tow Pilot* shall oversee the training of club members who are seeking to become tow pilots, including reviewing their qualification to tow, and ensure they receive appropriate training and sign-off before being allowed to tow. In addition, the *Chief Tow Pilot* will review the flight experience and ratings/endorsements of all other (non-member) individuals seeking to fly club tow planes, and if deemed qualified, recommend to the board that they be included on the club's "approved tow pilot" roster. The *Chief Tow Pilot* is responsible for maintaining and disseminating the "approved tow pilot" roster.

b. **Only approved tow pilots whose name is included on the "Approved Tow Pilot" roster may tow in club aircraft.**
7. a. The *Senior Instructor* shall be responsible for overseeing the overall program of instruction for all club members who are student glider pilots. In addition, the *Senior Instructor* will review the qualifications of all club members who are CFG's wishing to instruct club members in club gliders, and recommend to the board that they be allowed to instruct club members in club aircraft.

b. **Only approved instructors who are active club members may carry out flight instruction in club-owned gliders.**
8. A Club Officer or Director may be rebuked, censured, or removed from office for cause, with further action taken against them as a Club member, for the same reasons and in the same process and manner as described in Section B Item 10.

9. The *Board of Directors* shall review the action or decision of any club officer upon receiving a formal (written) request or appeal from any club member. Any officer's action or decision may be overturned by a majority decision of the *Board of Directors*.
10. Any action of the *Board of Directors* may be overturned by the membership. Such action shall be done at an annual or special membership meeting at which a majority of all vested club members (one half plus one) vote to overturn the act.

D. MEETINGS

1. All club meetings are closed functions and may be attended only by club members (in any of the 4 membership categories). Portions of a club meeting may be open to the public at the discretion of the *Board of Directors*. Any club member may attend a meeting of the *Board of Directors*; however, their participation is limited to observing unless otherwise as specifically allowed by the *President*.
2. Members shall be notified of club meetings primarily by email message. Members not having an email address will be informed by phone call and/or by letter.
3. At least one *Annual Meeting* of the membership will be held. This is normally done in May.
4. The Annual Meeting of the membership shall include a "*State of the Club*" report by the *President*, reports from other Officers/committees, and electing a new *Board* and Officers.
5. If practicable, the *President* shall appoint a candidate nominating committee no later than thirty (30) days prior to the *Annual Meeting*, and they shall set the slate of candidates prior to the meeting. Any active, vested member in good standing may serve as an officer or member of the board.
6. The *Board of Directors* shall hold meetings on a quarterly basis, either in-person or by online discussions. Either the *President* or the *Board of Directors* may call for additional *Board* meetings.
7. A *Special Meeting of the Membership* may be called at the discretion of the *President*, at the direction of the *Board of Directors*, or by petition to the *President* from at least one-third (1/3) of the *Active* members of the Club.
8. The *President* will solicit input and then set the agenda prior to any meeting, and new business shall not be recognized until all agenda items, to include old business, are first discussed.
9. A quorum must be present to legitimize a meeting. The physical presence or electronic participation of one third ($\frac{1}{3}$) of the active membership, including at least three officers and/or board members, shall constitute a quorum for the Annual Meeting or a Special Meeting of the membership. The presence of three (3) Directors shall qualify as a quorum for any *Board of Directors* meeting. The method to electronically participate in a meeting shall be determined by the President and the Board of Directors. A Proxy will be allowed during voting of the Active Membership. Any active member may vote a Proxy for any other active member. An active member may vote no more than two Proxy votes in any given meeting. A Proxy is voted as if the granting member is in attendance, that is, good for all voting during

that meeting. A legitimate Proxy will be one that is declared by the Proxy granter, in person to a Club Officer or Director or by the transmission of an electronic video of the Proxy granter to the President. The declaration of a Proxy shall include the name of the active member who will vote the Proxy and the date for which the Proxy is valid.

10. A *simple majority* of a quorum will be controlling for any vote except as otherwise noted in Section C, item 10; Section E, Item 1. and Section F, Item 1.

E. DISSOLUTION

1. The Club may be dissolved by the recommendation of the *Board of Directors* then, in turn, being ratified by membership vote, where at least two-thirds (2/3rd) of all *Active* members having vested ownership rights per Section 2, Item 3, vote to ratify the dissolution.
2. For the purposes of this Section, a Club member is deemed to be vested if his/her full initiation fee was received before the date and time the *Board of Directors* approves a motion to recommend that the club be dissolved. A Club member's membership status will not be changed and no new members may join the Club subsequent to the date and time the *Board of Directors* approves a motion to recommend that the club be dissolved.
3. Upon membership ratification of dissolution, all Club assets will be sold and all Club debts satisfied. Any surplus of funds remaining from the sale of Club assets shall be distributed by first refunding each current *Active* member their initiation fee in the following manner:

STEP ONE:

Determine the following ratio:

The surplus of funds remaining after all Club debts are paid

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The total of all initiation fee amounts the Club actually received.

-If that number equals one (1) or greater proceed to **STEP TWO**.

-If that number is less than one (<1) then proceed to **STEP THREE**.

STEP TWO:

Reimburse every current *Active* member:

The amount of their initiation fee they actually did pay to the Club.

Any monies remaining from the **STEP TWO** reimbursement of initiation fees shall then be distributed as equal shares to those *Active* members having vested ownership rights per Section II, Item 3.

STEP THREE:

Reimburse every *Active* member:

The amount of their initiation fee they actually did pay to the Club

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The number determined by **STEP ONE**.

F. AMENDMENTS TO BYLAWS

1. Amendments to these Bylaws shall be made when circumstances require. The amendment process shall originate with the *Board of Directors*, which shall prepare, approve and circulate a final draft of the proposed revised Bylaws. Once the Board approves the revisions, the amendments require ratification by a majority vote of all *Active* members having vested ownership rights per Section II, Item 3.
2. Voting to approve changes to the bylaws may be done: 1) by mail; 2) at a special or an annual membership meeting; or 3) by e-mail sent to all current vested members whose vote will be recorded by the secretary. Whatever method is employed requires that a majority (one half plus one) of ALL *Active* vested members approve the change.

***** End of Bylaws *****