

FINGER LAKES AREA PILOT'S, INC. BY-LAWS

ARTICLE I- OFFICES

The Corporation, as stated in these by-laws, shall mean Finger Lakes Area Pilots, Inc.

The principal office of the Corporation is located in the Town of Seneca Falls, County of Seneca, State of New York.

The corporation may also have offices at such other places within the State as the Board of Directors may from time-to-time determine, or the business of the Corporation may require.

ARTICLE II- PURPOSE

The purposes for which this Corporation has been organized are as follows:

To establish, conduct, operate and maintain a NOT- FOR- PROFIT organization of pilots and non-pilots who advocate, support and promote aviation in general and at Finger Lakes Regional Airport (FLRA) in particular. The Corporation will provide various benefits to its members and, in turn, will rely on the support of those members for operating expenses. The primary purpose of the Corporation is to promote general aviation by providing an aircraft for qualifying member pilots, actively recruiting new pilots, students and supporters of general aviation, actively encouraging members to maintain and improve piloting skills and stress safety in all aviation related activities.

ARTICLE III- MEMBERSHIP

There are two levels of membership in the Corporation as follows:

Associate Members: At this level of membership, at a yearly cost determined by the Board of Directors, the member will receive all written general correspondence and may attend all functions of the Corporation, but will not be permitted to vote in any election or general vote and may not run for any elected position in the Corporation and may not act as pilot-in-command of any Corporation aircraft unless the Associate Member is a certified and current flight instructor doing business for the Corporation and with the approval of the Board of Directors of the Corporation. Flight instructors at the associate member level may not vote

Full Members: At this level of membership, at a yearly cost determined by the Board of Directors, the member will receive all written general correspondence and may attend all functions of the Corporation, may vote in any general election and in any membership vote that may come before the membership, may run for any elected position in the Corporation and may act as pilot-in-command of any Corporation aircraft providing the member meets all requirements as set forth in the Federal Aviation Regulations (FAR's)

MEMBERSHIP MEETINGS

1. Regular General Membership Meetings of the Corporation shall be held on the third Wednesday the month, except that if such day be a legal holiday, the Board of Directors shall fix a date not more that two (2) weeks from the date fixed by the By-Laws.
2. The Annual General Membership Meeting of the Corporation shall be held on the third Wednesday of November of each year, except that if such day be a legal holiday, the Board of Directors shall fix a date not more than two (2) weeks from the date fixed by the By-Laws. The Secretary shall cause to be mailed, or electronically mailed, to every associate and full member at his or her address, a notice stating the time and place of the Annual Meeting. Board of Director elections will be held at the Annual General Membership Meeting.
3. Special General Membership Meetings of the Corporation may be called by the President or Chairman of the Board.

ABSENTEE BALLOT

1. Every full member entitled to vote at the Annual Membership meeting, who for reasons of health or business is unable to attend said meeting, may vote by the following process:
 - a. The member must request an Absentee Ballot by written communication to the Secretary no later than the 14th day after the October General Membership meeting.
 - b. The Secretary will mail a numbered Absentee Ballot containing the names of the candidates presented by the nominating committee at the October General Membership Meeting within fourteen (14) days following the October meeting
 - c. The member shall return the completed Absentee Ballot, sealed in the envelope provided, to be held by the Secretary and remain sealed.
 - d. The Secretary and one (1) director will open the envelopes and certify the ballots. Any ballot received, which is not on the Secretary's mailing list, or is not certifiable, will be destroyed.

ARTICLE IV- DIRECTORS

SECTION A: MANAGEMENT OF THE CORPORATION

1. The Corporation shall be managed by a Board of Directors which shall consist of not less than three (3) nor more than seven (7) Directors, all of whom shall be elected by

the eligible Membership. The officers will then be appointed by the elected Board of Directors. The officers shall be President, Vice-President, Secretary and Treasurer. The Chairman of the Board position will be filled by the out-going President of the Corporation.

SECTION B: ELECTION OF DIRECTORS

1. The membership shall, at the Annual General Membership Meeting, elect Directors to hold office to fill any expired term. Each Director shall hold office until the expiration of the term or until his/her resignation or removal. Any elected Director, not excused by the Board, missing three (3) consecutive Board meetings, shall be removed from office effective immediately.

SECTION C: DIRECTORSHIPS AND VACANCIES

1. Vacancies occurring in the Board of Directors for any reason, may be filled by the vote of a majority of the membership present at the next membership meeting or at a duly called meeting.

SECTION D: RESIGNATION

1. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified within the notice, the resignation shall take effect two (2) weeks from the date of the receipt thereof by the Board of Directors, or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION E: REMOVAL OF ELECTED DIRECTORS

1. Any elected Director may be removed from office by a majority vote of the members attending a duly called Special General Membership Meeting.

SECTION F: TERM LIMITS

1. None

SECTION G: QUORUM OF DIRECTORS

1. Unless otherwise provided in the Certificate of Incorporation, three (3) of the entire elected Board of Directors shall constitute a quorum for the transaction of business.

SECTION H: ACTION OF THE BOARD OF DIRECTORS

1. Unless otherwise required by law, the vote of a majority of the elected Directors present, if a quorum is present at such time, shall be the act of the Board of Directors. Each elected director present shall have one (1) vote. The vote shall be done by roll call vote.

SECTION I: PLACE AND TIME OF BOARD OF DIRECTOR

MEETINGS

1. The Board of Directors will hold its meetings at the Finger Lakes Regional Airport or at such other places as it determines necessary. The Board of Directors Meetings may be held at a time convenient to the Directors.

SECTION J: REGULAR ANNUAL MEETING

1. The Annual Meeting of the Board of Directors shall be held prior to the Annual General Membership Meeting.

SECTION K: SPECIAL MEETING OF THE BOARD OF DIRECTORS

1. Special meetings of the Board of Directors shall be held upon notice of the directors and may be called by the President or Chairman of the Board upon two (2) days notice to each Director, either personally or by mail. Special meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) elected Directors. Such notice shall state the date, time, place and purpose of the meeting, and by whom called. No other business except that specified in the notice may be transacted at such special meetings without unanimous consent of all present at such meetings.
2. A majority of the Directors present, whether a quorum or not, may adjourn the meeting to another time and place. Notice of the adjournment shall be given to all Directors.
3. The President shall be mandated to call a special meeting of the Corporation upon receipt of a written petition signed by at least 30 per cent of the active members.

SECTION L: COMMITTEES

1. The Board of Directors may, from among the General Membership of the Corporation, form committees as it sees fit to help insure the successful operation of the Corporation. These committees shall be made up of members appointed by the President with the approval of the membership.

SECTION M: COMPENSATION

1. No Director shall receive compensation for his/her services, as a Director, to the Corporation.

ARTICLE V: OFFICERS

SECTION A: NUMBER OF OFFICERS

1. The Officers of the Corporation shall be the President, Vice-President, Secretary

and Treasurer. In addition, there may be a Chairman of the Board who will serve as an advisor to the Board and will automatically be elevated to that position after completing a term as President. The Chairman of the Board will not have voting privileges on the Board of Directors.

SECTION B: NOMINATIONS FOR OFFICE

1. A committee of not less than three (3) nor more than five (5) appointed by the President shall act as a nominating committee. The nominating committee will nominate at least one (1) person for each expiring elected Directorship position. This committee will make its report to the General Membership at the October meeting. Nominations also shall be open from the floor at this meeting.

SECTION C: METHOD OF ELECTION

1. At the Annual General Membership Meeting, each Director shall be elected and filled by written ballot by the most votes received of the membership present and by Absentee Ballot certified by the Secretary.

SECTION D: REMOVAL-RESIGNATION

1. Any Director may be removed for cause by a majority vote of the eligible members attending a duly called Special General Membership Meeting. In the event of death, resignation or removal of a Director, the General Membership shall elect a successor to fill the unexpired term, at the next regular General Membership Meeting, or at a duly called meeting.

SECTION E: DIRECTORS — TERMS

1. The following are the terms of office of the Directors:
2. All directors shall be elected biannually at the Annual Meeting of the Corporation in November. The term of all newly elected Directors shall commence January 1st.

SECTION F: PRESIDENT

1. The President shall be the Chief Executive of the Corporation. He/she shall preside at all meetings of the members and the Board of Directors. He/she shall vote only to break a tie. He/she shall have the general management of the Corporation and see that all orders and resolutions of the Board of Directors are carried into effect. The President shall appoint all General Membership Committees and be an ex-officio member on all such committees. The President shall, when authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the Vice-President, Secretary or Treasurer.

SECTION G: VICE-PRESIDENT

1. During the absence or disability of the President, the Vice-President shall have the powers and functions of the President. The Vice-President shall perform such duties

as the Board of Directors shall prescribe. The Vice-President shall serve as an ex-officio member on committees as designated by the President. He/she shall also serve, in conjunction with the President, in investigating any written and signed complaints received by either of them. The Vice-President *may* be the designated maintenance officer and, in that capacity, will oversee that all maintenance to Corporation property is scheduled and completed.

SECTION H: SECRETARY

1. The Secretary shall keep the minutes of the Board of Directors and the meetings of the General Membership. It will be the duty of the Secretary to:
 - a. Attend meetings of the Corporation.
 - b. Have custody of the Corporate Seal.
 - c. Affix and attest Seal to documents when authorized by the Board of Directors.
 - d. Attend to duties incidental to the Office.
 - e. Have charge of books and papers as the Board of Directors may direct.
 - f. Keep a membership roll containing all names, alphabetically arranged, of all persons who are members of the Corporation, showing their place of residence, age, telephone numbers and type of equipment, if any, owned or flown.
 - g. Maintain a copy of the minutes of the General Membership and Board of Directors Meetings at the office of the Corporation for the reference and use of the membership and prepare and mail copies of minutes and meeting agendas to the Membership.
 - h. Attest to Contractual Agreements made by the Corporation.
 - I.. Attend to notification of Special General Meetings.
 - j. At the expiration of the term of office, deliver all books, monies and other property of the Corporation to the Secretary elect, or the President.

SECTION I: TREASURER

1. The Treasurer shall have the care and custody of all funds and securities of the Corporation and shall deposit said funds in the name of the Corporation in such banks as designated by the Board of Directors and shall be responsible for the following:
 - a. When authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President or Vice-President and may countersign all Corporation checks.

b.. Shall exhibit the Corporation books and accounts to any Officer or Director upon request and to any member upon application in writing. Such exhibit shall take place at the Corporate headquarters during reasonable hours.

c. Shall provide all necessary financial records for an annual audit by an outside auditing firm approved by the Board of Directors. This audit may take place at the end of the corporate year.

d. In the absence of the Treasurer, the President and Vice-President are hereby authorized to sign and countersign checks.

e. At the expiration of the term of office, the Treasurer shall deliver all records, monies and other properties of the Corporation to the Treasurer elect or the President.

SECTION M: CHAIRMAN OF THE BOARD

1. The Chairman of the Board position will be filled by the out-going President of Corporation. The Chairman of the Board will act as mentor and advisor to the Board of Directors. He/she will not vote on any Board of Director issues.

ARTICLE VI: MISCELLANEOUS

SECTION A: STANDARD OPERATING GUIDELINES

1. Membership will follow directives in the Corporation Member Handbook and, when using Corporation aircraft, will operate as directed by the Pilot Operating Handbook (POH) and in accordance with Federal Aviation Regulations.

2. Members who misuse or abuse Corporation property including Corporation aircraft and buildings, may have their membership terminated by the Board of Directors.

3. All changes to Standard Operating Guidelines must be approved by a majority vote of the Board of Directors in order to be in effect. The Standard Operating Guideline is effective immediately following the approval of the Board of Directors. Membership will be notified of changes in Standard Operating Guidelines by the Secretary in writing.

ARTICLE VII: AMENDMENTS

1. The By-Laws of Finger Lakes Area Pilots, Inc shall govern the Corporation. A majority vote of a quorum of seven (7) members at the Annual General Membership meeting is required to adopt, amend or repeal any By-Law. Amendments, repeals or adoptions of new By-Laws shall be presented at the October General Membership Meeting for consideration and shall be voted on at the Annual General Membership meeting held in November of each year, said amendments to be effective immediately upon adoption.

ARTICLE VIII: STATUTORY CLAUSES

SECTION A: INUREMENT AND LEGISLATIVE CLAUSE

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, officers, directors or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose for which the organization was created. No substantial part of the activities of the Corporation shall be carried on for propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, including the publishing or distribution of statement.

SECTION B: DISSOLUTION CLAUSE

1. The dissolution of the Corporation must be voted on and approved by two thirds of the membership and two thirds of the Board of Directors. Upon the dissolution of the Corporation, the Board of Directors shall, after payment or making provisions for the payment of all liabilities of the Corporation, sell all assets of the Corporation. A member in good standing shall have the right of first refusal on Corporation assets. These proceeds shall be donated to Seneca County for specific purposes of improvement to or maintenance of the Finger Lakes Regional Airport. Should the Finger Lakes Regional Airport no longer exist, these proceeds shall be donated to an aviation related safety organization to be specified by the Board of Directors.

1. No member or Director of the Corporation shall receive money or property in the dissolution of the Corporation.

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