

By-Laws - Bradley Flying Association

ARTICLE I

Name

The name of the corporation shall be BRADLEY FLYING ASSOCIATION hereinafter referred to as the "Association."

ARTICLE II

Purpose

The purpose of the Association is to provide all members in good standing and their immediate families with safe, economical and reliable aircraft equipment and facilities for their business, pleasure and recreational use.

ARTICLE III

Membership

(Section 1, eliminated by action of May 7,1989 membership meeting)

(Section 2, eliminated by action of May 7,1989 membership meeting)

Section 3. All members in good standing have the privilege to vote or voice themselves at membership meetings, to hold office in the Association when qualified herein or be a candidate for election to the Board of Directors.

Section 4. Members shall pay a non-refundable membership fee equal to ten times the amount of the monthly dues in effect and monthly dues and flying fees as determined by the Board of Directors. There shall be issued to each newly accepted member who has fully paid all membership fees a copy of the By-Laws and the BFA Rules in effect.

Section 5. When a member resigns and is entitled to a refund of the membership fee, said refund shall be returnable, when, at the discretion of the Board of Directors, funds are available.

Section 6. All applications for membership shall be made in writing with forms and procedures established by the Board of Directors. A director's signature will be obtained for the starting of any membership and all such new membership applications will be considered terminated if not approved for continuance by the Board of Directors within ninety days. **An active member in good standing may transfer their membership to another as permitted by the rules and procedures established by the Board of Directors.**

Section 7. Payment of membership dues shall start the month in which said membership is started.

Section 8. Any member whose conduct is unacceptable as determined by the Board of Directors may have their membership suspended or expelled by a majority vote of the Board of Directors. Unacceptable conduct includes conduct hostile to the objectives of the Association, conduct injurious to the character of the Association, conduct in violation of the Association By-Laws, conduct in violation of established written BFA Rules and conduct in violation of established government regulations. No member will be expelled without an opportunity to be heard in his own defense before the Board of Directors.

Section 9. All resignations shall be in writing addressed to the Secretary.

Section 10. **An active member in good standing may transfer his membership to another person if permitted by rules and procedures set by the Board of Directors.**

ARTICLE IV

Privileges

The privileges and use of Association property and aircraft shall be open to all members who are in good standing subject to BFA Rules and terms and conditions as established by the Board of Directors.

ARTICLE V

Meetings

Section 1. The annual meeting of the Association shall be held on the first Sunday in May of each year at such time and location as determined by the Board of Directors for the purpose of electing Directors and transactions of such other business as may come before the meeting.

Section 2. Special meetings of the membership may be called by the President, a majority of the Board of Directors or by a written request of one-third of the active membership of the Association.

Section 3. The place of special meetings of the membership shall be at such a place as the Board of Directors may designate.

Section 4. Notice of the annual meeting of the membership shall be given to the membership not less than seven nor more than forty-five days prior to said annual meeting. Said notice shall be by mail stating the time, date, location and subject matter of the meeting. Notice by mail to the address indicated on the membership rolls of the Association shall be deemed to be sufficient notice of said meeting.

Section 5. The Secretary of the Association shall give notice to the members of a special meeting of the membership as immediately

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herein- above provided for the annual meeting upon receiving a call for said special meeting as provided in these By-Laws.

Section 6. Voting: Voting on any question or an election may be by voice vote, unless the President or a majority of the membership present desire that voting be by a roll call or standing count. Election to the Board of Directors shall be by secret ballot of qualified voters at the annual meeting. Nominees receiving the highest number of votes shall be elected directors. Votes may be cast by mail, and proxy votes in writing will be permitted.

Section 7. Majority vote shall control all matters for decision except where herein otherwise provided. The Secretary shall verify the list of members entitled to vote at any membership meeting of the Association.

Section 8. One-Fourth of the active membership of the Association shall constitute a quorum at any regular or special meeting of the membership. A special membership meeting quorum may be constituted also should all the following be met: a) Only a single written motion is for consideration; b) all members in good standing are given notice of the exact wording of the motion at least ten days prior to the meeting; c) the motion stands without amendments or changes; d) at least fifty-percent of the members in good standing vote in accordance with procedures established by the board for that meeting; and e) a majority of the Board of Directors is present.

Section 9. Regular meetings of the Board of Directors shall be held at least quarterly. Notice of meeting of the Board of Directors shall be sent by mail to each member of the Board of Directors by the Secretary of the Association at least five days prior to said meeting.

Section 10. Special meetings of the Board of Directors shall be called by or at the request of the President or any four Directors.

Section 11. Attendance at a regular or special meeting of the Board of Directors shall constitute a waiver of notice of said meeting.

Section 12. Four members of the Board of Directors shall constitute a quorum and the action of the majority of the Board of Directors shall be the action of the Board of Directors.

ARTICLE VI Board of Directors

Section 1. The management and control of affairs of this Association shall be vested, conducted and managed by a Board of Seven Directors elected at large by the regular membership of the Association at the annual meeting of the Association. A Director must be a member of the Association.

Section 2. (Deleted by action of May 7, 1989 membership meeting)

Section 2A. A member may petition to be a candidate for Director on the ballot by submitting a petition to the Secretary by March 1, containing the signatures of ten members in good standing and a statement signed by the candidate that he/she is willing and able to accept and perform the duties of the office.

Section 3. . (Deleted by action of May 2, 2010 membership meeting)

Section 4. The Board of Directors shall hold its annual meeting immediately after the election of the new members to the Board of Directors at the annual meeting of the Association, and elect the officers of the Association. The officers of the Association shall be the President, Vice- President, Secretary, and Treasurer, who shall hold their office for a term of one year or until their successor shall be elected and qualified.

Section 5. The President shall have the authority to appoint all the special committees necessary to assist in the operations of the Association.

Section 6. Vacancies on the Board of Directors shall be filled by appointment by the Board of Directors to serve until the next annual meeting when such vacancy shall be filled by election.

Section 7. The Board of Directors shall establish, maintain, announce and police the Association flying Rules.

Section 8. No transaction shall be made on behalf of the Association unless authorized by the Board of Directors.

Section 9. The Board of Directors terms will be staggered. In even numbered years the four nominees and odd numbered years the three nominees for Directorship who receive the highest number of votes cast at the annual meeting of the membership shall be elected Directors.

Section 10. Election for the Board of Directors shall be by secret ballot.

Section 11. The terms of office for the Board of Directors shall be for two years. A Director shall be eligible for re-election.

Section 12. Vacancies in the office of President, Vice-President, Secretary, and Treasurer shall be filled by the Board of Directors.

Section 13. Any director may have his term of office terminated at any annual or special meeting of the Association if such a motion in writing containing the signatures of ten members is presented to the Secretary and published at least fifteen days prior to the meeting,

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and said motion is approved by a two-thirds majority of those voting. Voting shall be by secret ballot.

Section 14. Directors shall be exempted from paying monthly dues and shall be credited an amount equal to four flying hours of time per month at the lowest flying rate of the lowest primary training aircraft. This credit shall be cumulative and any portion amount which makes the current credited unused balance greater than a maximum amount equal to forty-eight times the lowest flying rate will be forfeited for that month.

ARTICLE VII - Powers and Duties of the Board of Directors and Officers of the Association

Section 1. The Board of Directors shall have all powers and granted and imposed upon the Board of Directors of a Not for Profit corporation under the laws of the state of Illinois and shall use their lawful powers to carry out the intents and purposes of the Association.

Section 2. The President shall be the principal executive officer of the Association and shall in general supervise the affairs of the Association and preside at all meetings of the Association and the Board of Directors.

Section 3. In the absence of the President or in the event inability to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all restrictions upon the President.

Section 4. The Vice-President shall assist the President, Treasurer and Secretary in the performance of their duties.

Section 5. The Secretary shall (a) keep the minutes of the meetings of the membership and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance the provisions of these By-Laws or as required by law; (c) be custodian of the Association records and of the seal of the Association as affixed to all documents, the execution of which, on behalf of the Association under its seal is duly authorized in accordance with the provision of these By-Laws; (d) keep a register of the post office addresses of each member; (e) in general perform all duties incident to the duties that time to time may be assigned to him by the President or the Board of Directors.

Section 6. The Treasurer shall give a bond paid for by the Association for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall; (a) have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories be selected in accordance with the provision of these By-Laws pertaining there to; (b) in general perform all the duties as may be assigned to him by the President or by the Board of Directors.

Section 7. There shall be no salary for the officers or Board of Directors of the Association whether elected or appointed.

Section 8. There shall be an annual audit of the Association by an accountant authorized by the Board of Directors and said audit shall be available for inspection by all members.

ARTICLE VIII

(Eliminated by action of May 3, 1981 Membership Meeting)

ARTICLE IX Financial Contracts

Section 1. Association funds shall be maintained in banking or savings institutions in the name of the Association. Funds may be withdrawn according to the Resolutions as passed by the Board of Directors. All drafts, money orders, checks or withdrawal slips from any depository as authorized by resolution of this Board must bear the signature of the Treasurer and be countersigned by the President, Vice-President, or Secretary of the Association. In the necessary absence of the Treasurer, checks may be signed by the Vice- President and President, or the Secretary and President.

Section 2. The Board of Directors shall have authority to authorize single expenditures of funds up to a limit of one hundred times the monthly dues rate in effect. Any single expenditure of funds exceeding this amount shall be authorized by the Board of Directors with the approval of the membership.

Section 3. The Board of Directors shall not authorize the Association by and through its officers, agents or assigns to enter into any contracts binding the Association to pay any moneys or to incur any obligations against the Association for which funds are not actually available to pay same.

Section 4. Adequate and proper insurance shall be carried at all times to protect the membership from liability.

Section 5. All aircraft operated by the Association shall be owned by the Association; except for short term periods when owned Association aircraft are unavailable.

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Section 6. The Board of Directors shall have authority to authorize expenditures of funds in excess of the requirements of Section 2, this article, when necessary to maintain aircraft, provide insurance, make payments on existing loans or debts, and purchase fuel.

ARTICLE X **Waiver of Notice**

Whenever any notice, whatever, is required to be given under the provisions of these By-Laws or under the provision of the Articles of Incorporation or under provisions of the Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the Person or Persons entitled to notice, whether before or after the time stated therein shall be determined equivalent to the giving of such notice.

ARTICLE XI **Dissolution**

Dissolution of the Association shall proceed in accordance with applicable state law and other directives. Upon dissolution of the Association, three members shall be designated by the Board of Directors as trustees, who shall liquidate the assets thereof, as soon as practicable, and pay all existing debts and liabilities in proportion to the final available capital, including any money rightfully due members such as refunds or salaries in accordance with the Regulations of the Association. Any surplus will be divided equally among members in good standing.

ARTICLE XII **Amendment and Procedure**

Section 1. *The By-Laws or any portion thereof, may be altered, amended or repealed by a two-thirds vote at any quorum of the Association membership after due notice has been given.*

Section 2. All matters of procedure not specifically set forth in these By-Laws shall be determined according to Roberts Rules of Order.