

CONSTITUTION AND BY-LAWS

Amended September 2015
CONSTITUTION AND BY-LAWS
Of
KNOXVILLE FLYERS, INC.

ARTICLE I NAME

This organization shall be known as KNOXVILLE FLYERS, INC.

ARTICLE II PURPOSE

The sole purpose of this organization shall be to promote aviation in the metropolitan area of Knoxville, Tennessee; to provide an opportunity for its members to fly at the most economical rates; and to encourage and provide for members ways and means to maintain and up-grade their personal aeronautical proficiency.

ARTICLE III MEMBERSHIP

Any person of good character with a sincere interest in aviation and KNOXVILLE FLYERS INC. shall become eligible for membership upon receipt of application and initiation fee, subject to further conditions as established by the by-laws and by the Board of Directors.

ARTICLE IV OFFICERS

The officers of this organization shall be a President, Vice President, Secretary, Treasurer, Operations and Maintenance Officer, Safety and Training Officer, Legal Officer and one member at large.

ARTICLE V BOARD OF DIRECTORS

The Board of Directors shall be composed of the officers of this organization and the immediate past president. This Board shall be empowered to act in regard to all business of this organization as prescribed in the Constitution and By-laws.

ARTICLE VI ELECTION OF OFFICERS

Section 1:

All officers of this organization shall be elected by the membership for terms of one year, said election to be held at an annual membership meeting in September of each year. Terms of all officers shall begin on October 1, and end the following September 30, or when a successor is duly selected.

Section 2:

By no later than August 1 of each year the President shall appoint a Nominating Committee consisting of three members in good standing, including at least one former president of the organization and at least one member at large. No member shall be eligible to serve on this committee during any year in which he holds an office in this organization, excluding the position of immediate past President.

Section 3:

The Nominating Committee shall nominate a slate of qualified, willing candidates. The Committee shall designate one of its members as chairman who shall conduct the election of officers in accordance with the Constitution and By-laws.

Section 4:

If any person so nominated fails to receive an aye vote by a majority of those members present, the floor shall be opened for additional nominations for that office.

Section 5:

If any office becomes vacant during the club year, the remaining members of the Board of Directors shall fill such vacancy within thirty (30) days by appointment from the organization's membership.

Section 6:

No person shall hold more than one office at any one time.

Section 7:

All members of the Board shall be active members.

ARTICLE VII AMENDMENTS

This Constitution and its By-laws may be amended by three fourths vote of the members present at any general or special meeting of the membership, provided that written notice of the proposed action has been sent to each member at his or her last known e-mail address at least ten (10) days prior to said meeting.

ARTICLE VIII BY-LAWS

Section 1: Meeting of the Members

- A. All meetings of the Board of Directors and other meetings of the members, except as herein provided, shall be held at a time and place to be determined by the President.
- B. There shall be at least one annual meeting of the organization's membership to be held during the month of September of each year.
- C. Notice of the annual meeting, and other general membership meetings shall be given by electronic notice mailed to those members at their last known email address on record at least ten (10) days prior to said meeting.
- D. Special meetings of the membership shall be held at a time and place as the President may determine, or may be called by a majority of the Directors or by written petition of at least twenty (20) percent of the organization's membership. It shall be the duty of the Secretary to announce such meetings by email to the full membership within ten (10) days after such a demand has been duly made and presented to him/her.
- E. If all the members of this organization shall be present at any one meeting, any business may be transacted without previous notice.
- F. At any meeting of this organization's membership, a quorum shall consist of one-third of the organization's membership, at least five of whom must be members of the Board of Directors.
- G. The President shall call all meetings of its membership to order and shall preside over all these meetings. In the absence of the President, the Vice President shall preside. In the absence of the Vice President, the Secretary shall preside.
- H. At any meeting of the members, each member shall have but one vote.
- I. A majority vote of the members present is necessary for the adoption of any resolution and for the election of officers.
- J. Roberts Rules of Order shall be observed in the conduct of club meetings, except that club rules shall prevail in any case of conflict.

Section 2: Directors

- A. The powers, business and property of this organization shall be exercised, conducted and controlled by the Board of Directors. The Board of Directors shall have the power and authority to promulgate to the use and operation of Knoxville Flyers, Inc., property and to do and perform, or cause to be done and performed, any and every act which this organization may lawfully do and perform.
- B. Regular monthly meetings of the Board of Directors shall be called by the President on the third Tuesday of each month at a time and place designated by the President.
- C. Special meetings of the Board of Directors shall be called at any time on announcement by the President or on the order of the majority of the members of the Board of Directors.
- D. Five directors shall constitute a quorum for the Board and the affirmative vote of a majority of the board members present shall be necessary to pass any resolution or to authorize any act of this organization. If present, the president shall vote with the other directors. The President's role as a tie-breaking vote will occur only when the full nine-member board is present and the vote is deadlocked at four in favor and four against.
- E. The President may poll or have polled Board Members on any urgent matter requiring action before the Board next convenes, provided that the vote of each director shall be recorded in the minutes and the action affirmed at the next board meeting.
- F. Each member of the Board of Directors shall serve without compensation or reward except for the Treasurer and Operations and Maintenance Officer, who may be paid at the discretion of the Board of Directors.
- G. The Board of Directors shall cause to be kept a complete record of all acts and proceedings of the meetings and to present a full statement at the regular meetings of the members, showing in detail the condition of the affairs of Knoxville Flyers, Inc.

Section 3: President

- A. The President shall be the chief executive officer. He/she shall preside at all meetings of this organization. He/she may call any special meeting of the members of the Board of Directors, and shall have, subject to the advice and control of the Board of Directors, general charge of the business of Knoxville Flyers, Inc., all approved applications of membership and contracts and other instruments of Knoxville Flyers, Inc., business.
- B. The President shall be responsible to the Board of Directors for the operation of this organization. He/she shall enforce decisions regarding the suitability of all equipment and the qualifications of all members for every type of flight operation. He/she shall recommend for approval to the Board of Directors all operational rules of this organization and shall report with recommendations of all violations of such rules by any member of this organization.
- C. The President shall reserve the right to appoint committees to execute any Knoxville Flyers, Inc., activities that he/she deems necessary.

Section 4: Vice President

- A. The Vice President shall be vested with all powers and shall perform the duties of the President in case of absence or disability of the President.
- B. The Vice President shall also perform such duties connected with the operation of Knoxville Flyers, Inc., as he/she may undertake at the suggestion of the President.
- C. The Vice President shall automatically become a member of every standing or appointed committee.
- D. The Vice President shall be chairman of the membership committee.

Section 5: Secretary, Treasurer, Legal Officer

- A. The Secretary shall keep minutes of all proceedings of the Board of Directors meetings. He/she shall attend to the giving and serving of all notices of all meetings of the members and of the Board of Directors. He/she shall keep in a proper membership book the names of members of this organization, the book of By--laws and such other books or papers as the Board of Directors may direct. He/she shall execute, with the President, in the name of Knoxville Flyers, Inc., all certificates of members, contracts and instruments which have first been approved by the Board.
- B. The Treasurer shall execute in the name of Knoxville Flyers, Inc., all checks or expenditures. He/she shall receive and deposit all funds of this organization in a depository or depositories selected by the Treasurer and affirmed by the Board of Directors. The Board of Directors shall approve the operation of all bookkeeping procedures. It will be the responsibility of the Treasurer to follow all recommendations of the Board.
- C. The Secretary and the Treasurer shall also perform all such duties connected with the operation of Knoxville Flyers, Inc., as they may undertake at the suggestion of the President.
- D. The Treasurer shall be bonded at the discretion of the Board of Directors.
- E. The Legal Officer shall be responsible for timely renewals of the Corporate charter of Knoxville Flyers, Inc., contact with insurance company and club attorney, and, when necessary, discuss advisability of legal action with the Board.

Section 6: Operations and Maintenance Officer

- A. The Operations and Maintenance Officer shall be responsible for maintaining current information in the log books of all aircraft belonging to Knoxville Flyers, Inc.
- B. The Operations and Maintenance Officer shall be responsible for maintaining all aircraft belonging to this organization in proper operating condition by or under the supervision of a properly certified aircraft or engine mechanic and for obtaining all checks and inspections, major overhauls and for compliance with all service bulletins and airworthiness directives for such aircraft.
- C. The Operations and Maintenance Officer shall be responsible for insuring that all documents, as required by the FAA (A.R.R.O.W.), to be placed onboard the aircraft, and for the execution of all documents as required upon completion of inspections and repairs.

Section 7: Safety and Training Officer

- A. The Safety and Training Officer shall recommend to the Board of Directors qualified instructors for approval, subject to criteria established by the Board.
- B. Any and all flight instructors shall be approved by the Board prior to instructing in any Knoxville Flyers, Inc. aircraft.
- C. The Safety and Training Officer shall organize from time to time, on the recommendation of the Board of Directors, training schools which will provide the membership an opportunity to upgrade their proficiency.

Section 8: Safety Board

- A. A safety board shall be designated by the Board of Directors for each aircraft accident involving either a member of the organization, or any equipment belonging to this organization, providing such accident resulted in damage to equipment exceeding the maximums as specified by the Board of Directors and outlined within Section VI of the General Operating Policy.
- B. The safety board shall consist of three (3) members of the organization who were not involved in the accident.
- C. The safety board shall take all steps necessary to ascertain the facts, conditions and circumstances of the accident, shall arrive at conclusions regarding the probable cause and responsibility of said accident, and shall make known to the Board of Directors, and to all parties involved in the accident its findings in the form of a written report, which shall be made a part of the minutes of the next regular board meeting.

Section 9: Hearings

- A. The Board of Directors, upon receipt of the findings of the Safety Board, shall offer to all parties involved in the accident the opportunity of a hearing. After the hearing, or if such hearing is waived by all the parties involved in the accident, the Board of Directors shall decide the financial responsibility. The decision of the Board of Directors shall be final.
- B. The Board of Directors shall not impose financial responsibility on any one member in excess of the deductible clause of the insurance in force for any one accident, unless the damage results from a violation which is not covered by insurance carried on the aircraft. In such cases the party responsible for the damage shall be liable for the uninsurable part of the damage. Recommendations of the Board should be approved by a recorded vote of all members of the Board of Directors.
- C. All financial obligations imposed on any member as a result of a decision of the Board of Directors shall be satisfied within thirty (30) days of written notice.

Section 10: Membership

- A. Any person of good character, with a true interest in aviation and Knoxville Flyers, Inc., shall be eligible to become a member of this organization, provided at least one active member makes recommendation. Membership may be requested by presenting an application accompanied by the initiation fee.
- B. Any applicant for membership to Knoxville Flyers, Inc. shall not be entitled to use any of this organization's property until said applicant is approved after submitting application to the Board of Directors, briefed on club rules and properly checked out in club aircraft. The approval of new applicants will take place by the board of Directors as part of the business at the first monthly board meeting after receipt of the completed application and check for the initiation fee, subject to applicant meeting with no fewer than three members of the Board. The approval of new members may also take place outside of regular monthly board meetings, by a vote of a quorum of Board members, subject to applicant meeting with no fewer than three members of the Board. It is not required that any Board member meet an applicant prior to voting to admit the applicant to membership, so long as three members of the Board have met the applicant.
- C. The Board of Directors shall have the power to suspend any member from flying or otherwise participating in the organization for the following reasons:
 - 1) Failure to abide by FAA rules and regulations.
 - 2) Failure to pay for all services and dues within the timeframe, as defined within Section I

- of the General Operating Policy.
- 3) Failure to use diligent efforts to care for and protect the property of the organization at all times.
 - 4) Such other infractions of the rules and regulations of this organization as are currently in effect or as may be adopted at any time by the Board of Directors.
 - 5) Abuse of Knoxville Flyers, Inc., privileges.
- D. Any member who fails to pay any amount due within thirty (30) days after the due date set by Section 1 of the General Operating Policy shall become a delinquent member and shall be so notified by the Treasurer. A delinquent member will be automatically suspended from flying without any necessary action by the Board, and will have (30) days from the date of notification by the Treasurer to make an answer or restitution. If the delinquent member does not make satisfactory arrangements with the Board of Directors within the thirty-day period, the member may be asked to appear before the Board of Directors for an explanation. Any delinquent member who has failed, in the sole discretion of the Board, to show cause or make satisfactory arrangements for payment, may be expelled in accordance with the following paragraph.
 - E. If a member is suspended by the Board of Directors and on a seventy-five (75%) percent vote for rejection by the Board of Directors present and voting, shall be expelled from this organization. Said member shall lose any and all rights, titles, claim, and interest in and to any of the property of Knoxville Flyers, Inc.
 - F. Notwithstanding any suspension from flying, or any Board decision to expel a member, any member who is delinquent shall not be removed from the club until all overdue amounts are paid in full. Monthly dues will continue to accrue until all delinquent amounts are paid in full. Interest shall accrue on all amounts more than 60 days overdue, at the rate of eighteen percent (18%) or at the highest rate allowed by law, whichever is lower. The Board may waive application of this paragraph to any member when, in the sole discretion of the Board, delinquency is due to a bona fide hardship suffered by the member.
 - G. Upon a vote of the Board to expel any member for delinquency, the Board may engage an attorney to collect all amounts due and owing from the expelled member. Any member expelled from the club for delinquency shall be responsible for all costs of collection, including attorney's fees and court costs, in addition to all amounts that have accrued pursuant to the preceding paragraph.
 - H. In addition to full membership, membership may also include a family membership defined as one member of the full member's immediate family. Any family member shall pay one half the current initiation fee and one half the current monthly dues.
 - I. In addition to full membership, membership may also include a student membership defined as a full time student currently enrolled in high school or college. A student member shall enjoy the benefit of a deferred portion of the full member initiation fee, and shall pay one half the current monthly dues. The initiation fee and monthly dues are as noted within Section I of the General Operating Policy. The balance of the normal initiation fee becomes due when any of the following conditions are met:
 - a. Upon the deferred member's first anniversary of joining Knoxville Flyers, Inc.
 - b. The deferred member surpasses 100 hours of total flight time
 - c. The deferred member achieves their Private Pilot ratingUpon payment of the balance of the initiation fee, the deferred membership is upgraded to a regular level membership
 - J. Membership may include a special membership which may be granted at the discretion of the board, for a membership fee equal to one-half of the regular initiation fee, further

provided that, should said member desire to become a full member, he/she must be approved by the Board of Directors and pay half of the full initiation fee in effect at the time he applies for full membership.

- K. Resignations must be submitted in writing by registered mail, e-mail or delivered in person at a board meeting and will be subject to approval by the Board of Directors. All charges, dues and other fees must be paid in full prior to the Board's approval of resignation; all club property must be returned prior to board consideration of request.
- L. Subject to board approval, a leave of absence may be requested in writing for reasons of health or temporary job transfer. Dues and other fees may be suspended during approved leaves of absence. Each such leave will suspend the member's flying privileges and said member shall provide to the Board of Directors a status report each twelve (12) months to be reviewed by the Board of Directors in order to maintain a leave of absence status. All charges, dues and other fees must be paid in full prior to the Board's approval of leave of absence; all club property must be returned prior to board consideration of request.
- M. Upon notification that the Leave of Absence no longer applies, member must return to active status subject to waiting list.

Section 11: Dues, Fees and Categories

- A. There shall be an initiation fee to accompany the application for admission to this organization as specified in Section I of the General Operating Policy.
- B. Each member shall pay for flight time (or ground time, if applicable) based on a budget for that particular category, as approved by the Board of Directors.
- C. A two-thirds vote of the Board of Directors shall be required to change the amount of the monthly dues and the initiation fee.

Section 12: Capital Stock

- A. There shall be no capital stock in this corporation, and it shall be a non-profit organization. Paid up membership in the Knoxville Flyers, Inc. shall entitle any member to vote, and no such member shall have more than one (1) vote.

Section 13: Surplus

- A. The net savings or surplus remaining after all operating costs are paid, shall remain in Knoxville Flyers, Inc., treasury for the purpose of reducing dues or fees as shall be determined by the Board of Directors, or for the purpose of purchasing new equipment or other contingencies. The net surplus in any event shall not be distributed to the members for their individual uses.

Section 14: Flight Rules

- A. Each member shall complete a flight record ticket showing member's name, aircraft number, date, hour-meter reading prior to start-up, hour-meter reading after shutdown, total flight time and notation of any squawks, along with such other information as may be required by the Board. Tachometer readings shall be used when hour meter is not installed or operating.
- B. Each member shall be fully responsible for the use and safe keeping of Knoxville Flyers' property while using said property and for returning it to home base in satisfactory condition.
- C. In case of an accident resulting in the aircraft becoming non-airworthy, the member in charge of the aircraft must immediately notify the Operations Officer or the President before any action is taken. In addition, he/she will be subject to pay the deductible portion of the

insurance coverage of the accident and shall assume all of the non-insured expense incurred relative to the accident, as fixed by the Board of Directors. The member shall be responsible for the safe return of the aircraft to home base. The member shall confer with the board as to the means for return and any equitable costs incurred by the member in order to secure the safe return of the aircraft. The Safety Board shall request a written report by said pilot(s) of incident/accident made to the Safety Board to include full details of incident/accident, probable cause as well as pilot history. The member must submit this report within 30 days of the accident. Follow up actions may include a proficiency/competency check by a club approved instructor. After satisfactorily completing the proficiency/competency check as well as any training involved, the instructor may be asked to provide a written report to the Safety Board. If a proficiency/competency check is requested, pilot's club privileges are suspended until such check is complete.

- D. Each member shall report any damage or trouble with any of the Knoxville Flyers' equipment to the Operations and Maintenance Officer or the President of this organization, and in addition make a notation on the flight record ticket or plane discrepancy logs as appropriate.
- E. Under no circumstances may any member instruct another member in the Knoxville Flyers, Inc. aircraft unless he is a qualified instructor and is designated and approved as an instructor by the Board of Directors. Except for circumstances noted in Section H below, no nonmember may receive instruction in club aircraft.
- F. No member shall operate Knoxville Flyers' property as a commercial operation as defined by the F.A.A. This does not preclude a member from using the Knoxville Flyers' aircraft for personal business transportation, or for giving instruction to club members.
- G. No member shall permit a non-member to fly or otherwise use Knoxville Flyers equipment solo. Except for club approved certified flight instructors, the Knoxville Flyers member shall always be the pilot-in-command and fly left seat, except that the member is working toward CFI or CFII, having received prior authorization to do so by the Safety and Training Officer.
- H. Any member must be checked out by a club listed certified flight instructor on the in any Knoxville Flyers aircraft which he is eligible to fly and desires to fly.
- I. Scheduling and reserving aircraft is solely the responsibility of the individual member and should be done so according to the guidelines specified within Section V of the General Operating Policy.
- J. All flying must be done in strict observance of existing Federal Aviation Agency Regulations.
- K. On cross-country flights, the organization shall be guaranteed flight pay for each twenty-four (24) hour period the aircraft is away from home base, as noted within Section VII of the General Operating Policy. This amount shall be paid with accrual of flight time, weather excepting (grounded because of weather). The aircraft must be returned to the home field as soon as weather permits at the expense of the member who scheduled the aircraft. The Board of Directors may establish an hourly rate exclusive of fuel costs to be assessed in accordance with this guarantee.
- L. Club planes will not be landed at other than designated airports as listed in the current airman's guide or shown on the current sectional charts and the runway is at least 2,000 feet paved, except as set forth within Section VII of the General Operating Policy.
- M. On cross-country flights, the airplane must be tied down or hangered at the member's own expense. It shall be the member's responsibility to see that the airplane is securely tied

- down, control locks installed, cabin door and baggage compartment locked.
- N. Cross-country flights may be scheduled in the Official Flight Schedule for as far in advance as need be (not beyond twelve months to current date) subject to current club policy as established by the Board of Directors.
 - O. Members purchasing fuel at airports other than KDKX may submit a fuel receipt, noting the aircraft registration number, to the Treasurer within 90 days of the transaction. Reimbursement for the fuel amount shall be made at the price on the ticket, up to the maximums as stated within Section VII of the General Operating Policy. Tie down fees, or other personal expenses, will not be reimbursed by Knoxville Flyers, Inc.
 - P. A Knoxville Flyers, Inc., aircraft shall not be kept continuously away from the home field on any occasion for more than three (3) days without prior approval of the Operations and Maintenance Officer. A maximum of two (2) concurrent reservations in excess of three (3) days shall be allowed. Any reservation exceeding ten (10) days requires approval of the Board of Directors of Knoxville Flyers, Inc.
 - Q. Knoxville Flyers, Inc. owned aircraft shall not be taken out of the continental limits of the United States without prior approval of the Board of Directors and the insurance company.
 - R. Simulated forced landing away from appropriate paved airport runway may not be practiced without a Knoxville Flyers, Inc. listed flight instructor on board.
 - S. Landing currency shall be maintained by all active club members as defined within Section IV of the General Operating Policy. In the event that a member is out of currency, he/she must fly with a club approved instructor in order to regain club currency.