

RED BARON FLYERS, INC.

Effective Date: July 1968
Amended: August 2016
Amended: October 2017
Amended: April 2021
Amended July 2023

BY-LAWS

ARTICLE I - OFFICE

Section 1.

The registered office of the Corporation shall be in the City of Caledonia, Houston County, and State of Minnesota.

Corporation shall have such other offices as the Board of Directors may from time to time designate.

The principal office of the corporation shall be as listed in the current version of the flying regulations.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1. Meetings

All meetings of the membership shall be held at a specific time and place as designated by the Board of Directors and appropriately noticed by the Secretary.

Section 2. Annual Meeting and Election of Board of Directors

An annual meeting of the membership after the year 1968 shall be held on the first Tuesday after the fifteenth of July in each year. If that date shall fall on a holiday, then the Board of Directors shall determine the next available business day to conduct the annual meeting, at which time the membership shall elect a Board of Directors by a simple majority vote of Active Members. The Directors so elected shall thereupon elect officers from their number as provided for in ARTICLE XI of the Articles of Incorporation of this Corporation.

Section 3. Proper Notice of Meetings

Proper notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is being called, shall be mailed, emailed, electronically or personally delivered not less than five days prior to the date of the meeting by the Secretary, to each member. In the case of adjournment of a meeting from time to time, no further notice of the adjourned meeting shall be necessary if an announcement is made at the meeting where the adjournment is had, specifying the place, day and hour of the adjourned meeting.

Section 4. Regular and Special Meetings

Regular meetings of the membership shall normally be held on the first Tuesday after the Fifteenth of each month, unless a change is approved by a majority of the board. Special meetings of the membership may be called at any time upon request of the President, Vice President or by a majority of the Board of Directors, or upon a request in writing to the President, Vice President or Board of Directors by three or more members.

Section 5. Quorum and Conducting meetings

A Quorum of the membership shall be: the presence, in person or by conference call if approved by the membership, of six (6) Active members, including two (2) board members and at least one (1) officer of the corporation all in good standing, shall constitute a quorum for the transaction of business. In the absence of a quorum, any meeting may be adjourned from time to time.

The membership present at a duly called meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to constitute a quorum.

The President or in his absence, the Vice-President or another officer designated from time to time by the Board of Directors shall preside at all meetings of the membership.

A Quorum of the Board of Directors shall be at least four (4) members of the Board at any duly called Board of Directors meeting.

Section 6. Special Meetings purpose

Business transacted at all Special meetings shall be confined to the purposes stated in the notice for the Special meeting.

ARTICLE III- MEMBERSHIP CLASSIFICATION

Section 1. Types of Membership

There shall be five classes of membership.

- A. Active Member: one who shall be entitled to all rights and privileges of the Club.
- B. Inactive Member: one who shall be entitled to the same rights and privileges as an Active Member, except the right to vote and to use Club equipment.
- C. Student Pilot Member: one who joins the Club as a student pilot with a student pilot certificate.
- D. Suspended Member: one who has been denied all Club rights and privileges.

Section 2. General Rights and Privileges

Each member shall share equally with others of the same class the rights, privileges, and obligations of her/his particular membership class.

Section 3. General Qualifications

Membership in the Club shall be open to those persons interested in aviation and the purposes of the Club. To be eligible to fly as pilot of a Club aircraft, members shall also meet and comply in all respects with current FAA regulations regarding flying qualifications.

Section 4. Classes of Membership: Rights, Privileges, Qualification, and Special Considerations

- A. Active Member:** each Active Member shall be entitled to participate in all Club activities, whether flying or otherwise, on an equal basis with every other Active Member. An Active Member has full voting rights, receives all Club mailings/e-mails, and is the only class eligible for elected office. Active Members must be qualified under Article III, Section 3 of these by-laws.
- B. Inactive Member:** inactive membership is a special class which may be granted by the Board of Directors. Inactive memberships are discouraged and will only be granted for “once in a lifetime events,” ie, temporary assignments that take Club members out of Caledonia, active duty service, a temporary disability, temporary loss of medical clearance or other personal/special circumstances.

The Board of Directors has the responsibility and final authority to grant inactive memberships. Inactive membership will normally be granted for periods of not more than twenty-four (24) months by action of the Board of Directors. Monthly dues and Assessments for an Inactive Member may be suspended or modified by the Board of Directors at the time of action on the Inactive status request. Application for change of status from Active to Inactive shall be accomplished by submitting a request to the Club Secretary. This request shall be reviewed and acted upon by the Board of Directors within thirty (30) days. The Secretary shall document the date the Active member became Inactive and notify the membership as such at the next regular meeting.

To become reinstated as an Active Member, the Inactive Member must submit a request to the Club Secretary. This request shall be reviewed and acted upon by the Board of Directors within thirty (30) days. The Board of Directors shall present their recommendation for approval or denial of reinstatement to the membership at the next regular meeting. The membership shall approve or deny the request for reinstatement by simple majority vote of Active members in attendance. If approved, the reinstated Active member shall not fly Club aircraft until being approved by a Club CFI or Safety Officer.

- C. Student Pilot Member:** A Student Pilot Member is a person that holds a student pilot certificate and has the proper medical certificates for a student pilot. The Student Pilot Member has the same rights and privileges as an Active Member with the following exceptions:

Shall be at least 16 years of age.

Shall only schedule and use Club aircraft designated as training aircraft.

Shall follow the guidelines for Student Pilots in Article V, Section 2 of the Flying Regulations.

This class of membership shall automatically terminate when the Student Pilot receives their private pilot certificate.

- D. Suspended Member:** one who has been temporarily denied all Club rights and privileges by action of the Board of Directors. Dues and Assessment shall continue, along with all other obligations of membership to the Club. A period of suspension shall be for no longer than Forty Five (45) days. Within Forty Five (45) days the Board of Directors shall make a determination regarding the suspended member. The Board of Directors shall present their findings to the membership and either: 1) Reinstatement the member to active status. 2) Request termination of the membership of the Suspended Member by the Active Members.

ARTICLE IV - MEMBERSHIP APPLICATIONS, RESIGNATIONS, AND TERMINATIONS

Section 1. Number of Members

The number of members in the corporation may be limited from time to time at the discretion of the Board. Such exercise of discretionary limits shall be reasonably based on the amount of equipment and the average amount of time the equipment is in use to the end that each member shall be afforded opportunity for reasonable use of the equipment without undue restriction.

Section 2. New membership applicants

An application form for membership shall be addressed to the Secretary, who shall place the completed application on the agenda for the next regular Board of Directors meeting.

The Board of Directors shall review the application and make a recommendation to the membership to approve or deny the application.

Section 3. Membership vote on new applications

After review of a new member application by the Board, the Secretary shall place the name of such applicant and the recommendation of the Board on the agenda for the next regular meeting of the membership.

The Active members present at the next regular meeting shall vote by simple majority to approve or deny the new member request.

Section 4. Resignations

Resignations shall be addressed or forwarded to the Secretary who shall, inform the Board of Directors and not later than the next regular meeting inform the membership thereof so that any necessary action can be taken.

Section 5. Resignations, Collection of Dues, Reimbursement of Initiation Fee

Resignations shall become effective not more than thirty (30) days from the date the formal requests are received by the Secretary. the Corporation shall per the repurchase price listed in Table 1 in the Flying Regulations.

The Corporation reimburse the initiation fee but shall deduct any dues or assessments owed by the resigned member and the Corporation shall have a period of (ninety) 90 days from the date of resignation in which to refund the balance of the initiation fee. No membership shall be transferable from one member to another or from a member desiring to resign to a non-member who wishes to become a member.

Section 6. Termination of Membership

1. Upon recommendation of the Board to the membership, an individual's membership may be terminated in conjunction with a suspension or for other reasons as provided by the board.

There shall be a vote conducted of active members at the next regular meeting or at a special meeting. The vote shall be by secret ballot including absentee ballot if an active member cannot be present at the meeting to determine if individual's membership should be terminated. A two-thirds (2/3) majority vote of active members shall be required to terminate a member.

The termination shall take place immediately upon such action and the final expulsion date shall be set by the board. Upon such termination, the member in question shall be required to relinquish their membership immediately pursuant to Article IV, Section 5 of these by-laws.

2. **Upon an investigation and by the sole discretion of the Board, a membership shall be terminated upon a majority vote of the board, if the member was found to have been under the influence of alcohol, alcoholic beverages or illegal drugs while operating corporation equipment.**

The termination shall take place immediately upon such action and the final expulsion date shall be set by the board. Upon such termination, the member in question shall relinquish their membership immediately and no reimbursement of initiation fee will be paid to the member.

ARTICLE V - DUTIES OF BOARD OF DIRECTORS, OFFICERS AND MEMBERS

Section 1. Board of Directors responsibilities

The Board of Directors shall consist of at least six members as provided for in Articles of Incorporation.

The Board shall consist of the following members; (Officers): President, Vice President, Treasurer, and Secretary. Also the board shall include the following: Maintenance Officer, Safety Officer or other director elected by the membership.

It shall be the duty of all Board of Directors to conduct the activities of the corporation in an efficient and businesslike manner, and to safeguard the interest of the corporation at all times.

The duties of the Board of Directors shall include:

- Act on all matters of policy and procedure for the Club,
- Conduct such business deemed necessary,
- Recommend to the membership the initiation fees, monthly dues and flying charges,
- Act in a judicial capacity on violations of corporation rules,
- Audit the Corporations records and be prudent with its finances,
- Submit, as required herein all findings and recommendations to the membership for approval.

Section 2. Officers, Board Members and Members duties

President

An Active Member elected by a majority of the board at the Annual Meeting.

Duties of the President shall be to:

- A. Preside at all meetings of the Club and Board of Directors.
- B. Appoint committee chairmen with the Board of Directors' approval.
- C. Sign all acts or orders necessary to carry out the business of the Club.
- D. Cast the deciding vote in cases where any question or motion is a tie.
- E. Represent the Club to outside persons or other organizations whenever necessary.
- F. Oversee the activities of the Secretary and Treasurer of the Club.
- G. May disburse corporation funds in the absence of the Treasurer at the direction of the board.
- H. Shall appoint a member to record minutes of meetings in the absence of the Secretary.

Vice President

An Active Member elected by a majority of the board voting at the Annual Meeting.

Duties of the Vice President shall be to:

- A. Assume the duties of the President in the event of her/his absence, illness, death, resignation, or removal from office.
- B. Oversee the Election of Board Members at the Annual Meeting.
- C. Plan Club activities and programs for both Regular and Special Meetings.
- D. Oversee the activities of the Safety Officer and Maintenance Officer.
- E. Monitor the effectiveness of Club aircraft maintenance, compliance with Club-imposed flying rules, investigate suspected or alleged violations, and recommend corrective actions to the Board of Directors.

Secretary

An Active Member elected by a majority of the board voting at the Annual Meeting.

Duties of the Secretary shall be to:

- A. Record the minutes of all Regular, Annual, and Special Meetings of the Club.
- B. Record the minutes of all meetings of the Board of Directors.
- C. Call a meeting to order in the absence of the President and Vice President.
- D. Preserve all records, reports, and documents of the Club except those specifically assigned to the custody of others.
- E. Carry on the official correspondence of the organization, as well as sending notices of meetings to members.
- F. Keep a membership list containing the name and address of each member and her/his date of admission.
- G. Give all notices required by law and all notices specified in the Bylaws of the Club.
- H. Keep and maintain records required under Minnesota Statutes for non-profit corporations.

Treasurer

An Active Member elected by a majority of the board voting at the Annual Meeting.

Duties of the Treasurer shall be to:

- A. Receive, receipt for, record, and disburse Club monies.
- B. The Treasurer shall only disburse funds upon approval of the board of directors.
- C. Render a current financial report at each business meeting.
- D. Keep an accurate account of the finances of the Club on the books of the Club prepared and furnished for that purpose which shall be open for inspection and examination by the officers or any committee of the members appointed for that purpose.
- D. At the expiration of her/his term in office, ensure an orderly transition to her/his successor. If there is doubt as to who her/his successor is, s/he will deliver all books, papers, and property of the Club in her/his hands, together with all monies and rights of the Club, to the President, who in turn will transfer them to the next Treasurer.
- E. Exercise her/his fiduciary responsibility to the Club, ensuring that safety and long-term interests are met.

Maintenance Officer

An Active Member elected by a majority of the board voting at the Annual Meeting.

Duties of the Maintenance Officer shall be to:

- A. Perform and Maintain all maintenance and upkeep on Corporation equipment.
- B. Prepare monthly reporting of status of equipment for meetings.
- C. Keep an accurate accounting of operation of equipment pursuant to FAA regulations.
- D. Shall perform minor maintenance of Corporation equipment.
- E. Shall recommend to the board options for major repairs to Corporation equipment.
- F. Shall have the authority to ground corporation equipment in the interest of safety of the pilots and the best interest of the corporation.

Safety Officer

An Active Member elected by a majority of the board voting at the Annual Meeting.

Duties of the Safety Officer shall be to:

- A. Provide safety training and educational programs to all members.
- B. Prepare monthly safety information, report safety defects or other NOTAMS for meetings.
- C. Keep an accurate accounting of pilot certificates and medical records pursuant to FAA regulations.
- D. Shall monitor Corporation equipment for safety defects or inoperable equipment.
- E. Shall recommend to the board options for safety upgrades to Corporation equipment.
- F. Shall have the authority to recommend suspension by the board of any member not in compliance with FAA pilot certificates or medical currency.

Members

Responsibilities of all Members shall be to:

- A. Attend at least two (2) regular meetings and the Annual Meeting per year.
- B. Participate in the election of the Board of Directors.
- C. Serve on committees assigned by the President or the board.
- D. Active pilots shall maintain pilot certificates and medical records pursuant to FAA regulations.
- E. Monitor Corporation equipment for safety defects or inoperable equipment.
- F. Report safety defects or inoperable equipment to the Safety Officer and the Maintenance Officer immediately.
- G. Conduct themselves in proper and fitting manner when representing the Club.
- H. Encourage membership to others interested in aviation.
- I. Observe all Federal, State, Local laws and Corporation by- laws and policies when flying corporation aircraft.

ARTICLE VI - GENERAL FINANCES

Section 1. General

All property, including aircraft, equipment, and accessories, purchased by the Corporation, purchased jointly by the corporation membership or donated shall be owned outright in the name of the corporation.

Section 2. Damage to Corporation property

In the event of unforeseen damage to Corporation equipment, except as provided in Article III, Section 2 of the Flying Regulations, the cost of repairs or replacement not covered by insurance shall be equally assessed to current members of the corporation.

The following specific rules shall apply:

- Any member is liable to the corporation for damage resulting from his own carelessness or negligence pursuant to Article III, Section 2 of the Flying Regulations.
- In the event the person at fault is unwilling or unable to pay their share of the damages, the Board of Directors shall meet and determine a course of action, which may include payment terms, no refund of initiation fee, suspension or termination of the member involved with the damage.
- If there is doubt to the exact cause of an accident, the Board shall meet to determine such cause and liability if any. The Board has the power to investigate accidents and penalize one or more members of the corporation for violation the By-Laws, Flying Regulation or good flying practices.

Section 3. Assessments for large expenditures

From time to time assessments may be levied to include, but not limited to, large expenditures such as major engine overhaul or purchase new aircraft or equipment.

Section 4. Payment of Assessments

All assessments shall be due and payable by each and every member so assessed within thirty (30) days or such other date as may be designated by the Board.

Section 5. Member reimbursements

Any member of the corporation, finding it necessary to purchase gas, oil, or parts, or to have any repair work performed on the equipment of the corporation, in an emergency or on a cross country, may do so in his own name. Upon presentation of a properly receipted bill for such sales and or services, such bill having been approved by the Board shall be reimbursed or given credit by the Treasurer.

Section 6. Compensation of Board of Directors expenses

Compensation to officers or members of the corporation for any services rendered may be made in a reasonable amount commensurate with duties performed as determined by the Board, with final approval of the corporation membership.

Section 7. Delinquent member dues or assessments

Any member who is in arrears of any monies due the corporation for any reason whatsoever at the regular meetings, and who fails to make full payment within Sixty (60) days, shall be automatically suspended and be denied use of all corporation equipment. The Treasurer shall take immediate steps to notify the President who shall restrain that member from such use. The suspension in this case shall be for forty-five (45) days, at the end of which time, unless full payment is made, the member may be declared by the Board as resigned and shall forfeit all interest, rights, privileges, and share in corporation assets. Any amount due this member shall be held in the corporation treasury until such time as a majority of the members provide for its disposal and then returned only after all debts to the corporation have been deducted therefrom. If the amount in the treasury of such member is not sufficient to pay his debts to the corporation, then the corporation may take legal action to recover balance due.

Section 8. Annual Report

An annual report of the corporation's financial books and records shall be made prior to the election of officers at the Annual meeting of the membership.

ARTICLE VII - INITIATION FEES, RE-PURCHASE, MONTHLY DUES, ASSESSMENTS AND LOANS

Section 1. Initiation / Membership Fee.

An initiation fee or membership fee per TABLE 1 of the Flying Regulations shall be charged each duly elected new member. Such new members shall pay at least 50% of said sum at the time of being duly elected and shall have sixty (60) days to pay the balance, or before such new member solos if applicable, whichever event occurs first.

Section 2. Reimbursement of Initiation Fee.

Any member who resigns or is terminated for reasons other than alcohol use while operating corporation equipment shall be reimbursed the initiation fee pursuant to Article VI, Section 5 of these by-laws as listed in Table 1 of the Flying Regulations according to the original date of purchase by the member.

Section 3. Monthly Dues.

Monthly dues as listed in TABLE 2 of the Flying Regulations shall be levied and is payable by all members on or before the next succeeding regular monthly meeting date. This policy also applies to charges for aircraft flight time. Past due accounts will be charged interest as determined by the Board. Any prepayments made toward dues, flying time or assessments will not accrue interest on balance.

Section 4. Special Assessments, Member loans and Credit Balances.

1. Special Assessments as provided for in Article VI, may be assessed against the members of the corporation in the event expenditures threaten to deplete the corporation treasury below a practical working capital as determined by the Board.
2. If a member wishes to loan the corporation money, they shall do so in writing and the loan shall be approved by the board. Included in the agreement shall be the loan amount, terms of payment and any interest that may be due the lender.
3. If a member is terminated, resigns or requests inactive status, that member may request in writing a refund of any credit balance less any outstanding dues or assessments owed to the club. Reimbursements shall be approved by the board and the treasurer shall remit payment within 30 days thereof.

ARTICLE VIII - FLYING RATES

Section 1. Hourly flying rates.

Charges for flying time per TABLE 3 of the Flying Regulations shall be determined by the Board and approved by the membership based on actual cost of operation of the aircraft.

Section 2. Minimum charge for cross country flights.

A minimum charge equal to the cost of one-hour flying time shall be paid for each Twenty-four (24) hour duration an aircraft is reserved or taken overnight. No minimum charge shall be made for a period for which a member presents evidence satisfactory to the Board that flying was prohibited by circumstances beyond the pilot's control.

Section 3. Cross country fee assessment.

The Board, at its discretion, shall levy an appropriate fine, fee or assessment on members who abuse the one-hour flying time privilege referred to in Section 2.

ARTICLE IX - FLYING REGULATIONS

Section 1. Flying Regulations and Corporation policies.

Flying Regulations and any other regulations and policies deemed necessary by the membership of the corporation shall be adopted and have the same force and effect as if a part hereof.

Each member of the corporation shall thoroughly familiarize themselves with all Flying Regulations, the content of these By Laws, and the Articles of Incorporation of this corporation. Each member shall moreover familiarize himself with local field rules of any and all airports or any field where the corporation equipment is based. Members must comply with all Federal Aviation Administration regulations and observe all such rules, regulations and requirements set forth in this document to the best of their ability as a condition precedent to final acceptance and active membership in the corporation. Membership may be called upon to attest to the requirements of this article and subsection in writing upon order of the Board of Directors.

Section 2. Board action for violations to Flying Regulations and other policies.

The Board of Directors shall except where a specific penalty may be provided herein, determine the penalty, fine or action that will be assessed or levied against a member for violation of any of the provisions of Corporation By-Laws, Flying Regulations or other regulation.

ARTICLE X - AMENDMENTS

Section 1. Amendments to By-Laws

Amendments to these By Laws may be effected by a two-thirds favorable vote of the active membership present, by proxy or by absentee ballot at the Annual meeting or a Special meeting called specifically to amend the By-Laws. Proposed amendments to the By-Laws shall be distributed to all voting members at least seven (7) days prior to the Annual meeting or Special meeting.

Amendments to the By Laws shall be forthwith incorporated herein by the Secretary and thereupon each member of the corporation shall receive a copy of such amendments. Similarly, a copy of the amended By Laws shall be provided to each of the members of the corporation upon the adoption of such changes and written receipt shall be made therefore to the Secretary. The Secretary or her/his designee shall keep the master record of this document on computer as well as a hard copy.

Section 2. Amendments to the Flying Regulations

Amendments to the Flying Regulations may be effected by a simple majority vote of the active membership present at the Annual meeting, Regular Meeting or a Special meeting called specifically to amend the Flying Regulations. Proposed amendments to the Flying Regulations shall be distributed to all voting members at least seven (7) days prior to the duly called meeting.

Amendments to the Flying Regulations shall be forthwith incorporated herein by the Secretary and thereupon each member of the corporation shall receive a copy of such amendments. Similarly, a copy of the amended Flying Regulations shall be provided to each of the members of the corporation upon the adoption of such changes and written receipt shall be made therefore to the Secretary. The Secretary or her/his designee shall keep the master record of this document on computer as well as a hard copy.

ARTICLE XI. PROPERTY

Section 1. Title

All property, both real and personal, shall be held in the name of the Corporation.

Section 2. Purchase or Sale (Disposal) of Assets

The purchase or sale of Corporation assets shall follow the procedures listed below:

1. The Board of Directors shall have the ability to appropriate funds for purchase or sale of assets and equipment up to \$500.00
2. For purchase, sale or disposal of assets and equipment (other than Aircraft, Buildings or Property) greater than \$500.00, this shall require a Board recommendation and final approval by a majority vote of the active members present at a meeting.
3. For the purchase, sale or disposal of Aircraft, Buildings or Property, this shall require a Board recommendation and final approval shall be by a

two-thirds (2/3) majority vote of the active members at the Annual meeting or Special meeting called for that purpose.

Section 3. Dissolution of the Corporation

Should the Corporation find it necessary to be dissolved, the following actions shall be required.

1. The Board of Directors shall instruct the Secretary to draft Articles of Dissolution pursuant to Minnesota State Statutes.
2. The Articles of Dissolution shall include the following:
 - a. Name of the Corporation.
 - b. Date of original Incorporation.
 - c. Reason for Dissolution.
 - d. Plan of Dissolution
 - i. Collection of monies owed the Corporation.
 - ii. Payment of Debt owed by the Corporation.
 - iii. Reimbursement of Initiation fee to current members in good standing.
 - iv. Sale of Assets and Disbursal of Funds to other aviation related non-profits, flying clubs or aviation scholarships.
 - v. Closure of Accounts and Winding up of the Corporation.
3. The Board by majority vote shall recommend and present the Articles of Dissolution to the members at the next regular meeting or at a special meeting specifically called for that purpose.
4. The Articles of Dissolution shall be distributed to the voting members at least seven (7) days prior to the meeting.
5. The Articles of Dissolution shall be approved by two-thirds (2/3) majority vote of all active members in person, by proxy or absentee ballot at next regular meeting or special meeting called for that purpose.
6. Upon approval of the Articles of Dissolution the Secretary shall file the appropriate notice to the Minnesota Secretary of State.

End of By-Laws document

Reviewed: May 16, 2023

Approved: July 18,2023