

BYLAWS

ARTICLE I NAME

The name of this organization shall be the “Brookings Flying Club, Incorporated”, hereafter referred to as “the club”. The club shall be a duly registered Oregon non-profit organization of perpetual duration.

ARTICLE II PURPOSE

The purpose of the club shall be to provide aircraft rental and flight instruction to the members of the club at the lowest possible cost, to promote and stimulate community interest and involvement in aviation, to promote aviation safety, to ensure the continued viability of facilities at the Brookings Airport, and to provide educational opportunities for the youth of Curry County through a scholarship program and/or financial assistance program.

ARTICLE III MEMBERSHIP

MEMBERSHIP TYPES AND QUALIFICATIONS: Membership is open to all residents of Curry County, all individuals maintaining residences or operating businesses in Curry County and to individuals with aircraft based in Curry County. Others may be admitted to membership at the discretion of the Board of Directors. Individuals desiring membership in the club shall submit an application along with the appropriate fee and/or dues. All applications shall be reviewed by the Board of Directors and admission to membership is subject to their approval. There shall be two (2) classes of membership as follows:

FLYING MEMBERSHIP: This membership entitles the holder to participate in any and all social and educational activities of the club, to purchase fuel at the established discount rate and to rent club aircraft. There shall be an initiation fee as determined by the Board of Directors. If a member leaves the club within 30 days of membership approval, this initiation fee shall be refundable.

Thereafter, this initiation fee shall be non-refundable and may not be sold or transferred. There shall be annual and/or monthly dues as determined by the Board of Directors. The holder of a flying membership shall have one vote.

NON-FLYING MEMBERSHIP: This membership entitles the holder to all the rights and privileges of the flying membership except that they may not rent or operate club aircraft. There shall be no initiation fee for this class of membership, however, there shall be annual and/or monthly dues as determined by the Board of Directors. The holder of a non-flying membership shall have one vote.

SUSPENSION, TERMINATION, AND REINSTATEMENT: A member may be suspended or their membership revoked for serious or repeated violations of Federal Aviation Regulations, club bylaws, club flight regulations, or for any other reason deemed appropriate by the Board of Directors.

When flight dues or other financial obligations become delinquent, all flight privileges shall be suspended.

When the Board of Directors revokes a membership, they must specify a period during which the individual is barred from reapplying for membership. If no period is specified, the individual may reapply for membership after five (5) years but must disclose the previous termination on their application.

Members shall be given written notification of suspension or revocation of membership privileges. Reinstatement after suspension or revocation shall be at the discretion of the Board of Directors.

Any suspension, revocation, or reinstatement action by the Board of Directors may be appealed to the general membership at the next regularly scheduled meeting, except when the decision is made by a unanimous vote of the Board of Directors. If the decision to suspend or revoke a membership is unanimous, the decision is final and not subject to appeal. If the decision is not unanimous and the member appeals, the decision of the general membership shall be final. The Board of Directors is not limited in taking additional or future action regarding the member if circumstances warrant.

MEMBERSHIP APPLICATIONS AND REQUIREMENTS: The Board of Directors has the authority to modify membership applications, requirements, fees, dues, and privileges at any time as deemed necessary for the effective operation of the club.

CONFLICT OF INTEREST POLICY: All officers, directors, and committee members shall disclose any potential conflicts of interest to the Board of Directors. A conflict of interest exists when an individual has a personal or financial interest that could influence or appear to influence their decisions on behalf of the club. Individuals with a conflict of interest shall abstain from voting on any matter in which the conflict exists.

ARTICLE IV COMMITTEES

Committees may be established by the Board of Directors as necessary. Committee members may volunteer or be appointed from the general membership by the Board of Directors. Duties and powers of each committee shall be determined by the Board of Directors and shall be entered into the meeting minutes.

ARTICLE V MEETINGS

MEETING FREQUENCY: General membership meetings shall be held at least quarterly at a time and place (or virtual platform) determined by the Board of Directors.

COMMUNICATION METHODS: Members shall be notified of meeting dates, times, and locations primarily via email. Membership in the club constitutes permission for the club to contact the member by email, phone call, text/MMS, or mail for the duration of their membership. No minimum notice period is required for meeting notifications.

VOTING METHODS: All votes, including elections and other matters requiring member approval, may be conducted electronically, in person, or through a hybrid of methods, at the discretion of the President or a majority of the Board of Directors for each matter, subject to any

legal requirements which may apply. The tallies and results of each vote shall be recorded by the Secretary or another appointed officer.

Special meetings of the Board of Directors and/or the general membership may be called at any time at the discretion of the club president or by a majority of the Board of Directors. Notice of such special meetings shall be given by the usual method.

Special meetings may also be called by petition of at least one-third of the general membership. Such meetings shall be scheduled within thirty days and notification by the usual method sent to the general membership prior to the meeting.

At all meetings, however called, a quorum shall be required. A quorum shall consist of at least a majority of the elected club officers.

All meetings shall be conducted in accordance with Roberts Rules of Order and written minutes of all meetings shall be kept. In the event of a conflict between Robert's Rules of Order and club bylaws or policies, the club's bylaws or policies shall take precedence.

Each member in good standing, regardless of membership class shall have one (1) vote. At any meeting, a majority vote of the members present shall be required for the adoption of any resolution or for the election of any officer or board member.

ARTICLE VI ELECTION OF OFFICERS AND DIRECTORS

ELECTIONS: In the election of officers, all club members in good standing, regardless of membership class, shall be eligible to vote, with each member having one (1) vote. Elections for club officers and directors shall be held annually in November, with voting open for a minimum of ten (10) days. Elections shall be conducted online, and all members in good standing may vote electronically.

OFFICES AND TERMS: The term of all club officers and board members shall be one (1) year. The term of all club officers and board members shall begin on January 1st of the year following the election, and end on December 31st of the same calendar year. Each elected club officer shall also serve as a member of the Board of Directors. In addition, one member at large shall be elected to serve as a director. Each board member shall have one (1) vote. A majority vote shall be required in all matters transacted by the Board of Directors. The Board of Directors shall then consist of the following:

- 1) President
- 2) Vice President
- 3) Secretary
- 4) Treasurer
- 5) Director at Large

VACANCIES AND REASSIGNMENT OF DUTIES: In the event of a vacancy during the term of any officer or director, the remaining board members may, by a majority vote, choose to appoint a new officer or director from the general membership to fill such vacancy for the remainder of the unexpired term. Alternatively, so long as a minimum staffing of 3 board members is maintained, the board may opt not to fill the vacancy and may redistribute the duties

of the vacant position among the remaining board members as necessary to ensure the effective operation of the club. The vacant position shall continue to exist and will be up for election during the next regular election cycle.

REMOVAL OF OFFICERS AND DIRECTORS: Any officer or director may be removed from their position by a unanimous vote of the other members of the Board of Directors. The officer or director subject to removal shall not participate in the vote regarding their removal. Upon removal, the board may decide whether to fill the vacancy or redistribute the duties in accordance with the procedures outlined in the "Vacancies and Reassignment of Duties" section.

ARTICLE VII OFFICERS AND DUTIES

OFFICERS:

- **PRESIDENT:** The president shall preside and maintain order at all regular and special meetings, and at meetings of the Board of Directors. They shall appoint committees as necessary for the conduct of club business, prepare agendas for all meetings and perform duties as normally pertain to the office and as assigned by the Board of Directors. The President is the sole officer authorized to sign contracts, agreements, and other legally binding documents on behalf of the club unless such authority is delegated in writing to another board member. Any delegation of this authority must be documented and specify the scope and duration of the delegation.
- **VICE PRESIDENT:** The vice president shall, in the absence of the president, assume the duties of the office of the president. In the event of a vacancy in the office of president, the vice president shall serve as president for the remaining unexpired term. The vice president shall also perform other duties as assigned by the Board of Directors.
- **SECRETARY:** The secretary shall in the absence of the president and vice president assume the duties of the president. They shall record the minutes of all general and special meetings of the membership and the Board of Directors. In the event the secretary is unable to attend a meeting, they are responsible for appointing another member to record minutes in their stead. The secretary shall be the primary officer responsible for the notification of club members of meeting times, dates and locations, and other announcements. They shall also perform other duties as assigned by the Board of Directors.
- **TREASURER:** The treasurer shall keep a current record of the financial accounts of the club, be the custodian of all monies belonging to the club, prepare and distribute statements and reports to the Board of Directors. They shall pay all invoices as approved by the Board of Directors and shall perform other duties as assigned by the Board of Directors. They shall provide a yearly club financial statement each January to the Board of Directors and shall cause all governmental filing requirements to be completed. Only the President or Treasurer is authorized to sign checks and financial instruments on behalf of the club unless such authority is delegated in writing to another board member. Delegation of this authority must be documented in writing and include any limitations or conditions as determined by the delegating officer.
- **DIRECTOR AT LARGE:** The director-at-large shall attend all Board of Directors meetings and perform such duties as assigned by the Board of Directors.
- **BOARD MEMBER(S) EMERITUS:** The Board of Directors may, at their discretion, appoint one or more former board members as a Board Member Emeritus in recognition of their distinguished service to the club. A Board Member Emeritus may attend board meetings in a non-voting advisory capacity and may be called upon to provide guidance and historical context

to the Board. The term of a Board Member Emeritus is indefinite and continues at the discretion of the Board of Directors. Board Members Emeritus are not counted towards quorum requirements and do not have voting rights on the Board.

BOARD OF DIRECTORS' AUTHORITY: The Board of Directors is responsible for the day-to-day management and operation of the club, including but not limited to:

- **Managing club assets, finances, and operations.**
- **Making routine operational decisions.**
- **Implementing policies and procedures in accordance with the bylaws.**

The Board shall report their actions and decisions to the general membership at each regular meeting.

MATTERS REQUIRING MEMBERSHIP APPROVAL: The Board of Directors shall present significant matters to the general membership for approval. Significant matters include, but are not limited to:

- Irregular/unexpected financial expenditures exceeding an amount determined by the Board of Directors as requiring membership approval.
- Acquisition or disposal of major assets.
- Entering into contracts or agreements that significantly impact the club's operations or finances.
- Amendments to club policies or procedures that substantially affect membership rights or obligations.

Such matters (unless deemed confidential by the Board of Directors) shall be presented at a general membership meeting, and approval shall require a majority vote of the members present or participating electronically.

CONFIDENTIAL MATTERS: The Board of Directors reserves the right to handle confidential matters without prior disclosure to the general membership when necessary to protect the club's interests. The Board shall disclose such matters to the membership when and if it becomes appropriate.

EXEMPTION FROM REGULAR MEMBERSHIP DUES: Currently serving members of the Board of Directors, including (at the discretion of the Board) Board Members Emeritus, shall be exempt from paying membership dues for the term of their service. This exemption is provided in recognition of their contributions and service to the club.

ARTICLE VIII DUES AND FEES

The Board of Directors shall have the power to establish annual and/or monthly dues, and to establish appropriate aircraft rental rates as necessary to maintain the fiscal health of the club. Dues and fees shall be assessed on the members by the treasurer and are due and payable as

outlined in Addendum “A”, incorporated herewith as a part of these bylaws, which shall contain a listing of all currently applicable fees, dues, and rates.

ARTICLE IX FINANCES

The Brookings Flying Club, Incorporated is formed without any purpose of pecuniary profit for itself or its members and it shall have no capital stock. The sole object of the operation of the club shall be to accomplish the purposes as set forth in Article II of these bylaws.

Should the purposes of the club be significantly modified or the club be disbanded, dissolved or taken over by another governing body, all assets, however situated or held, shall be transferred in total to a duly registered, non-profit, tax-exempt charitable corporation registered with the state of Oregon and recognized by the Internal Revenue Service. Such receiving corporation shall be chosen by a majority vote of the general membership.

ARTICLE X MISCELLANEOUS POLICIES

SECURITY MEASURES: The club shall maintain a level of security to protect its assets, facilities, and liability. This includes:

- Maintaining an access control system with individual access tokens (e.g., apps, fobs, codes, ALPR technology, facial recognition technology, other biometric ID systems) assigned to each member.
- Logging all access events, with records maintained for a minimum of 90 days.
- Maintaining a security camera system to monitor and protect club facilities and surrounding areas, including portions of the airport at large as deemed appropriate by the Board of Directors.
- Ensuring all security systems are maintained in good working order.

The Board of Directors has the authority to determine who may access certain areas of the club’s facilities. Access permissions may be granted, modified, or revoked by the Board at their discretion to ensure the security and proper functioning of the club. Access to security footage and logs to parties outside the Board of Directors shall be at the discretion of the Board. Access to these systems shall be logged and any complaints of abuse of access to these systems or misuse of their data shall be investigated by the Board of Directors.

DIGITAL SECURITY MEASURES: The club shall maintain digital security measures to protect access to club systems and member information. These measures shall consist of a reasonable attempt at implementation of current best practices as defined by one or more experts in the field, as selected by the Board. These measures may include but are not limited to: Access controls, multifactor authentication on privileged accounts, data encryption, access logging, password requirements.

PRIVACY POLICY: The club respects the privacy of its members and is committed to protecting personal information. Personal information collected by the club may include, but is not limited to, contact details, licensing information, access logs, and data from the use of electronic systems such as the club's website, scheduling system, aircraft avionics, billing system, Wi-Fi network, fuel pump, ADS-B receivers, and audio receivers. The club may use member information for purposes related to club operations, including communication, billing,

security, and compliance with regulations and agreements. The club may utilize advanced security technologies, including facial recognition and Automatic License Plate Recognition (ALPR), through audiovisual surveillance systems to protect its facilities and assets. By becoming a member or maintaining their membership, individuals consent to the collection, use, and disclosure of their personal information, including data collected through security and electronic systems, as outlined in this policy. The Board of Directors has the discretion to disclose member information to third parties when deemed necessary for:

- Protecting the safety and security of the club, its members, or the public.
- Complying with legal obligations or responding to lawful requests.
- Completing obligations of a contract the Club has entered into.
- Facilitating club operations and services provided to members.

The club may also use photographs and videos of members, their family and friends who accompany them to club facilities or events, and members' vehicles and aircraft for media and marketing purposes. Members grant the club permission to use such images and recordings without compensation or additional consent, unless the member provides a yearly opt-out in writing to the club secretary. This privacy policy is subject to change by the Board of Directors at any time. Changes to the policy apply to all information collected, regardless of when it was collected, as long as the individual is still a member of the club. For former members, the policy in effect at the time they left the club applies.

GENERAL INSURANCE REQUIREMENTS: The Club shall maintain insurance adequate to protect its interests and assets from reasonable risk at all times.

BOARD INSURANCE REQUIREMENTS: In addition to any other insurance requirements set forth, the club is required to maintain insurance policies to protect its Board of Directors and officers from personal liability resulting from good faith efforts to execute the duties of their positions, except in cases of gross negligence or willful misconduct. This insurance shall provide coverage for claims arising from acts or omissions performed within the scope of their official capacities on behalf of the club. The Board of Directors shall ensure that such insurance is kept current and adequate to meet the needs of the club and its leadership.