

Grand Teton Soaring Association Bylaws—26 March 2004

The following Bylaws have been enacted to establish principles of conduct consistent with the rights of the Grand Teton Soaring Club, L.L.C. and its members. All statutes, regulations or amendments contained herein shall be considered legal and binding.

Article One—Name and Principle Office

Section 1. The name of this Club shall be the Grand Teton Soaring Club, L.L.C.

Section 2. The headquarters and principle office of the Club shall be in Teton County in the State of Idaho, at the residence of the then-existing President of the Club. Its mailing address at the time of the drafting of the bylaws is: P.O. Box 444 Driggs, ID 83422

Article Two—Purpose

Section 1. The purpose of this club shall be to provide soaring equipment and facilities for the use of its members on a nonprofit basis and to encourage their training, enjoyment, and advancement in the sport of soaring.

Section 2. It also will be the aim of this Club to promote soaring locally and nationally.

Article Three—Affiliation

Section 1. This Club shall be affiliated with the Soaring Society of America, Inc., as a Chapter

Article Four—Membership

Section 1. Membership in the Club shall consist of eight classes: Standard, Annual, Family, Student, Associate, Daily, Inactive, and Instructor. A Club member also must be a current member of the Soaring Society of America in order to have flying privileges in Club aircraft. Associate, Daily, and Instructor members are responsible for their membership in the S.S.A. Other members' S.S.A. membership fees are paid by the Club at the time of the annual charter renewal

Section 2. New members of any class may be admitted to the Club upon the affirmative vote of 100% of the Board of Directors.

Section 3. Standard Members: Those who have been accepted into membership by the Board of Directors and pay their initiation fee and annual dues, hold the status of Standard Member. They are entitled to vote upon Club matters, hold office and enjoy the unrestricted use of Club equipment as regulated by the Bylaws and Flight Rules of the Club.

Section 4. Annual Members: Annual Members possess certain skills or assets valuable to the functioning of the Club, and they join the Club under conditions negotiated by and approved by the Board. Their initiation and annual membership fees can be reduced or waived on an individual basis. They have the same privileges as Standard Members, i.e., voting, the right to hold office, and the use of Club equipment. Each Annual Membership will be reviewed by the Board annually, and each can be reviewed or revoked upon a 2/3 vote of the Board. Annual Membership can be converted to Standard Membership upon approval and conditions determined by the Board and by payment of the Standard Membership annual fee.

Section 5. Family Members: Members of a Standard Member's family (spouse or children) may hold the status of Family Member with the same privileges as the Standard Member. Those accepted as Family Members will not pay the initiation fee but will pay the regular annual dues as established for Standard Members.

Section 6. Student Members: A Student Member is a person enrolled full-time in Jr. High School, High School, or College. A Student Member shall be entitled to participate in all Club activities and to use Club equipment. Student Member fees will be determined by the Board of Directors. Upon termination of full-time enrollment in school, the member no longer will be eligible for Student Membership.

Section 7. Associate Member: Private owners of gliders may join the Club for a reduced annual fee as determined by the Board. They shall have the same privileges as Standard Members, i.e., voting, right to hold office, etc., but their use of Club gliders shall be limited to 10 (ten) hours per year. The number of Associate Members can be limited by the Board.

Section 8. Daily Member: A Daily Member shall be any person desiring to join the Club for a given day under conditions and fees determined by the Board of Directors

Section 9. Inactive Members: Any member in good standing may change his status to Inactive Member by stating his desire in writing and having dues paid up until that date. The following rules apply to Inactive status:

1. An Inactive Member pays no dues, may not vote, hold office, or operate Club equipment.
2. He or she remains a member in the club but is dropped from the roster and mailing list until reinstated as a Standard or Associate Member.
3. He or she may be reinstated as a full member after a minimum of 9 months, upon written statement of intent and payment of the annual dues, provided that a membership is available, that is, if the number of members would not exceed the legal maximum. If the membership roster is full, his or her name is placed at the head of the list but behind any inactive already awaiting reinstatement.
4. Following reinstatement a check ride by a CFIG is required prior to operating Club Equipment

Section 10. Instructor Members: An Instructor member is non-voting and has flying privileges in Club equipment limited to providing flight instruction to Club members in good standing. No other flying privileges are provided to Instructor Members. They pay no initiation fee or monthly dues. The Board of Directors can revoke Instructor Membership at any time.

Section 11. Standard, Annual, Family, Student, and Associate Members in good standing shall be entitled to participate in all Club activities and to utilize all Club equipment, subject to such rules and regulation provided in the Club Bylaws and Flight Rules. A person accepted to the Association shall be classified as an Standard, Family, or Student Member upon payment of the initiation fee as applicable and annual dues as determined by the Board of Directors and upon signing a release of claims against the Club.

Section 12. A minor must have the written consent of his parents or guardian to be elected to membership in the Club, and the parents or guardian and the minor must sign the release of claims before flying in Club equipment.

Article Five—Meetings

Section 1. Semi-Annual Meetings

1. Semi-Annual meetings of the members shall be held at times to be determined by the Board of directors.
2. Semi-Annual meetings are for the purpose of receiving reports from the Officers and committees, for the election of Officers, for establishing fees, dues, or other charges, and for any such other business which may properly be presented at such meeting. Notice of Semi-

Annual meetings shall be sent to members via Email not less than 15 days prior to the meeting.

Section 2. Special Meetings

1. Special meetings may be called at the discretion of the President, a majority of the Directors, or by written petition of at least one-fourth (1/4) of the Active and Associate Members. It shall be the duty of the Secretary to call such meetings within 15 (15) days after such demand.
2. No business other than that specified in the notice of the meeting will be transacted at any special meeting of the Club
3. If all Active and Associate Members shall be present at any meeting, any business may be transacted without previous notice.

Section 3. Quorum: The presence in person or by written proxy of a majority of the Active and Associate Members of the Club is necessary to constitute a quorum at each quarterly or special meeting. In the event that a quorum is not present at any meeting, the members present may adjourn the meeting to a later date not less than seven (7) days thence and give notice thereof to all members. The presence of members holding in excess of thirty percent (30%), including written proxies, of the total votes of the Active and Associate membership shall constitute a quorum for the transaction of Club business. In the event that a quorum is not present at the subsequent meeting, the members of the quorum present may adjourn to a later date not less than seven (7) days thence and give notice thereof to all members. The members present at the second subsequent meeting shall constitute a quorum for the transaction of Club business.

Section 4. Voting

1. Each Active, Family, and Student Member in good standing is entitled to one vote.
2. Each such member in good standing may designate any other Active, Family, or Student Member as proxy provided written authorization shall be dated and shall be valid for only one meeting. A member may accumulate and vote no more than two (2) proxies at any one meeting.
3. A majority vote of the members present or by proxy is controlling unless otherwise specified in these Bylaws.

Article Six—Board of Directors

Section 1. The Board of Directors shall be composed of six (6) members: The four (4) Executive Officers of the Club, the Flight Operations/Safety Officer and the Maintenance Committee Chairman

Section 2. Duties and Powers

1. The government of the L.L.C. shall be vested in the Board of Directors, who shall have the power to make all necessary contracts, to borrow money, to secure the same by mortgage or deed of trust to the property of the L.L.C., and as evidence of the indebtedness secured by such mortgage or deed of trust, to issue bonds therefore, to pay and discharge all debts, and do all matters and things necessary or incident to, or in aid of, the carrying out of the aim and purpose of the L.L.C. They shall have the charge and control of all of its property and may levy assessments upon the members in the manner and subject to such rules, regulations and restrictions provided in the Bylaws.
2. Any assessment recommended by the Board of Directors must be approved by a three-fourths (3/4) vote of the entire active membership before becoming effective. The vote on any assessment shall be by written ballot.
3. Any decision of the Board of Directors may be repealed by an affirmative vote of three-fourths (3/4) of the entire active membership.

Section 3. Meetings

1. Regular meetings of the Board of Directors shall be called at a time and place to be determined by the President.
2. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of two (2) Directors.
3. Notice of special meetings of the Board of Directors, stating the time and in general terms the purpose shall be Emailed or personally communicated to each Director no later than the day preceding the day appointed for the meeting.
4. If all Directors shall be present at any meetings, any business may be transacted without previous notice.
5. Four (4) Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of at least four (4) Directors shall be necessary to pass any resolution or authorize any act of the L.L.C.

Section 4. Vacancies: Any vacancy in the Board of Directors occurring during the year shall be filled for the unexpired portion of the term by a majority vote of the remaining Directors. An exception to this rule shall be that in the event of three (3) or more vacancies in the Board of Directors occurring at any one time, they shall be filled by vote of the members at a meeting duly called.

Section 5. Standing Rules

1. Each member of the Board of Directors shall serve without compensation or reward, except as otherwise provided in these Bylaws.
2. No officer or any member of the Board of Directors shall be interested either directly or indirectly in any contract relating to the operations conducted by the Association.
3. The Board of Directors shall cause to be kept a complete record of all of its acts and proceedings of its meetings, showing in detail the condition of the affairs of the Corporation.

Article Seven—Officers

Section 1. The Executive Officers of the Association shall be the President, Vice-President, Secretary and Treasurer.

Section 2. The Executive Officers shall be elected by the voting members at the first general meeting of the calendar year. Officers elected shall take office immediately upon election.

Section 3. The Executive Officers shall hold office for twelve (12) months or until their successors are elected and qualified.

Article Eight—President

Section 1. The President is the chief executive officer of the Corporation

Section 2. He shall preside at all membership meetings and all meetings of the Board of Directors.

Section 3. He shall appoint all committees with the approval of the Board of Directors. He shall be an ex officio member of all committees.

Section 4. He shall sign and execute all contracts in the name of the L.L.C. when so authorized by the Board of Directors. He also shall have general supervision over the management of and all affairs of the Club.

Article Nine—Vice-President

Section 1. The Vice-President shall be vested with all of the powers and shall perform the duties of the President in the case of the absence or disability of the President.

Section 2. The Vice-President also shall perform such duties in connection with the operation of the L.L.C. as he may undertake at the suggestion of the President.

Article Ten—Secretary

Section 1. The Secretary shall perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors including: He shall keep the minutes of all proceedings of the members and of the Board of Directors. He shall attend to the serving notice of all meetings of the membership and of the Board of Directors. He shall keep a proper membership roster showing the name of each member of the Club, the book of Bylaws, the L.L.C. seal, and other such books, records and papers as the Board of Directors may direct. He shall execute with the President, in the name of the L.L.C., all certificates of membership, contracts and instruments that first have been approved by the Board of Directors. In the absence of disability of the Treasurer, and under the direction of the President, he shall execute, in the name of the L.L.C., checks for expenditures authorized by the Board of Directors.

Article Eleven—Treasurer

Section 1. The Treasurer shall perform all duties incident to the Office of the Treasurer, subject to the control of the Board of Directors including: He shall execute in the name of the L.L.C. all checks for expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the L.L.C. in the bank selected by the Board of Directors, which funds shall be paid out only by checks as hereinbefore provided. He shall account for all receipts, disbursements and balance on hand.

Section 2. The Treasurer, together with the President, shall prepare the annual budget and submit it to the Board of Directors for their approval.

Article Twelve—Flight Operations Safety Officer

Section 1. The Executive Officers shall appoint a Flight Operations and Safety Officer who then shall be a member of the Board of Directors.

Section 2. The Flight Operations/Safety Officer will supervise flying activities and has the authority to ground the equipment or personnel when he feels that the operation of the equipment, or any individual, would act to the detriment of the Club's interests. He may restrict the operation of the equipment for particular fields and disallow the operation of the equipment for particular flight plans. The Board of Directors shall review the grounding of any member.

Section 3. The Flight Operations/Safety Officer shall make a detailed report to the Board of Directors of any accident involving Club property. This report shall recommend any action required.

Article Thirteen—Maintenance Committee Chairman

Section 1. The Executive Officers shall appoint a Maintenance Committee Chairman who shall then be a member of the Board of Directors.

Section 2. The Maintenance Committee Chairman shall have the duty to see that the Association's equipment is properly maintained at all times and that the maintenance complies with the regulations set forth by the Federal Aviation Administration.

Section 3. The Maintenance Committee Chairman shall be responsible for coordinating all maintenance work, for supervising general preventative maintenance and shall notify the Board of Directors regarding the operational status of the equipment. The Maintenance Committee Chairman may authorize any repairs with the approval of the Board of Directors.

Article Fourteen—Indemnification of Directors' Officers

Section 1. In order for the Grand Teton Soaring Club to function as a Limited Liability Corporation in Idaho, it is necessary to have officers and positions. These officers and positions are elected and appointed as provided herein. Club officers and positions perform their required jobs and functions without assuming any liability for any accident or injury that may result from the use of Club sailplanes and by Club members. Said officers should not assume any personal liabilities for any suits, court actions, debts, or any other financial obligation arising out of the operation and the use of Grand Teton Soaring Club equipment.

Section 2. Each person who is or has been a director or officer of this Club, shall be indemnified by the Club against expenses, including attorneys' fees necessarily incurred in connection with the defense or settlement of any action, suit, or proceeding to which he is a party, alone or together with others, by reason of his being or having been a director or officer of this Association.

Section 3. Such person also shall be reimbursed by the Club for any amounts paid in satisfaction of any judgement or settlement in connection with any such action, suite, or proceedings

Section 4. The foregoing right of indemnification shall be in addition to any other rights to which such person may be entitled as a mater of law.

Article Fifteen—Suspension, Expulsion and Removal from Office

Section 1. A member may be removed from office, suspended for a period, or expelled for cause, such as violation of these bylaws, flight regulations, or other rules of the Club or for conduct prejudicial to the best interest of the Club. Such removal, suspension or expulsion shall require a two-thirds (2/3) vote of the members in attendance at a special meeting as in Article Five, Section 3, provided that the member have an opportunity to present a defense at the meeting.

Article Sixteen—Finances

Section 1. The Board of Directors shall establish a schedule of fees that shall be sufficient to pay the Club expenses and to maintain the value of the Club assets.

Section 2. Any member who fails to pay his dues or any sum owed to the L.L.C. within 60 days after said sum is due shall be considered delinquent and shall be suspended automatically from the operation of all Club equipment. When a delinquent member fails to pay his dues or to pay any sum owed to the Club or to make appropriate arrangements with the Board of Directors for payment thereof within ninety (90) days after the due date, the member shall be considered as indicating his intention to withdraw.

Section 3. The fiscal year shall be from 1 April to 31 March.

Section 4. Annually before the first quarterly meeting the books and accounts shall be audited by a special auditing committee of two (2) members appointed by the President with the advice and consent of the Directors. The Board of Directors, by a majority vote, may cause an independent audit to be made by an outside auditing firm at any time when in their judgement it is deemed advisable.

Section 5. The net savings or surplus remaining after all operating costs and other expenses have been paid shall remain in the Club's treasury for the maintenance or purchase of any equipment, for contingencies, or for the purpose of reducing monthly dues, as shall be determined by the Board of Directors. The net savings in any event shall not be distributed to the members for their individual use.

Section 6. The Corporation will carry, at the direction of the Board of Directors, adequate hull insurance on all Club aircraft against ground and flight damage and will carry adequate liability insurance to protect the Club and its members against suit by third parties or another member of the Club.

Section 7. Each and every operation of any aircraft owned or operated by the Club shall be conducted at the risk of the member under whose jurisdiction the aircraft is assigned, insofar as responsibility for damage resulting from operation of said aircraft is concerned, provided that in any one accident, loss or

destruction to such aircraft, the member operating the aircraft will be assessed for the uninsured non-reimbursable cost of the accident as determined by a duly appointed accident investigation committee.

Article Seventeen—Amendments

Section 1. Amendments of the Bylaws may be made by a two-thirds (2/3) vote of the Board of Directors. Amendments may be acted upon at any meeting of the Board of Directors.

Article Eighteen—Dissolution

Section 1. The Club may be dissolved only by the affirmative vote of two-thirds (2/3) of the Active and Associate Members.

Section 2. Funds or assets of any type belonging to the Club at the time of dissolution shall, after all obligations of the Club have been paid, be divided equally among all of the Active Members currently in good standing.