

Mishawaka Air Activities, Inc.

By Laws

Article I

The name of the Corporation as provided by its Articles of Incorporation shall be Mishawaka Air Activities, Inc. (Herein referred to as the Corporation).

Article II

Mission Statement: The Mishawaka Air Activities, Inc. Provides affordable, well –maintained single engine aircraft and supports the development of piloting skills, for the enjoyment of its members and families.

Article III

- A. Exercise of Corporation powers: All corporate powers shall be exercised by a Board of Directors comprised of six (6) elected officers described below and shall administer the business and affairs of the Corporation. The Board of Directors shall act on behalf of the membership in the financial decisions affecting the Corporation, except that any acquisition or sale of aircraft or other property must be presented to the membership for action.
- B. Officers: The officers of this Corporation shall be a President, Vice President, Secretary, Treasurer, Maintenance Officer and Safety Officer.
- C. Election and Tenure of office: The officers shall be elected annually by secret ballot of the membership at the November meeting and shall hold office for a term of one (1) year beginning on the next January 1st. At least thirty (30) days prior to the election, a nominating committee shall be appointed by the President. The committee shall nominate at least one candidate for each office. Members shall be permitted to nominate candidates from the floor at the meeting up until the selection. The names of all candidates shall be placed on the ballot. In case more than two (2) are nominated for an office, the candidate receiving the highest numbers of votes shall be elected to their respective office.
- D. Duties of Officers: 1) **President:** The President shall preside at all meetings of the membership and the Board of Directors. The President shall sign or approve with the Treasurer, in the name of the Corporation, all contracts for the sale or purchase of all aircraft, hangars, and financial investments. The President shall coordinate the activities of the Corporation and promote the general welfare of the organization and in the absence or disability of the Treasurer, the President shall be vested with the powers of this office and shall perform all such duties. 2) **Vice President:** The Vice President shall perform the duties of the President in his absence or disability and in such event shall be vested with all of those powers. The Vice President shall be the custodian of all membership files and maintain a list of members in good standing, keeping track of the number of members by specific classification; provide membership application forms and

process those completed by prospective members. He/She will present new member applications to the Board of Directors for timely review and vote and at the next regular membership meeting. 3) **Secretary:** The Secretary shall prepare and keep a file of minutes for all regular and special meetings of the Board of Directors and the membership; present the prior membership meeting minutes at each membership meeting for review and acceptance; and shall maintain files for all correspondence generated in the operation of the Corporation. The Secretary files shall be open to inspection by the Board of Directors or by any member at any reasonable time. 4) **Treasurer:** The Treasurer shall maintain adequate and correct accounts of the Corporation's titled properties and business transaction. Including accounts of the assets, liabilities, receipts, disbursements, gains, losses and capital surplus as well as payment of the Corporation's obligations and collection of dues and assessments; shall complete and file the annual Corporation's financial report to any Federal, State or local government agency and make such payments with the Corporations funds as may be required by law. The Treasurer files shall be open to inspection by the Board of Directors on by any member at any reasonable time. 5) **Maintenance Officer:** The Maintenance officer shall be responsible for upkeep of all the Corporation's equipment (aircraft, hangars, tools, etc...) shall make a reasonable effort to keep all the club's aircraft airworthy at all times by scheduling time for required and regular inspections as well as preventative and minor maintenance; and strive to keep aircraft grounded and down time to a minimum. As needed, the Maintenance Officer will present officers and other members with a maintenance report at each regular monthly meeting. 6) **Safety Officer:** The Safety Officer shall be responsible for developing and implementing a safety program for the Corporation and its members and other safety related activities deemed necessary by the Board of Directors. The Safety Officer shall be the chair of any accident review committee appointed by the President or the Board of Directors.

E. **Vacancies:** A vacancy in the Board of Directors exists in the event of the death, resignation or removal of any officer; and increase in the authorized number of officers; or the failure of the members to elect the authorized number of officers in the annual election. One or more vacancies may be filled by appointment with consensus of the remaining officers or by a sole remaining officer. Each officer so appointed shall hold offices until a successor is elected.

F. **Removal of officers:** The entire Board of Directors or any individual officer may be removed from office without cause, by a majority vote of the members present at a regular or special meeting of the membership.

G. **Meetings:** Regular meetings of the Board of Directors shall be held on a monthly basis. Special meetings of the Board of Directors may be held at any place or time. Special meetings shall be called by the President; or if absent, unable or refuses to act; by any two (2) officers.

H. **Quorum:** A majority of the authorized number of Corporation officers constitutes a quorum for the Board of Directors at any regular or special meeting. Every act done, decision made or resolution passed by the majority of the officers present at a meeting duly held at which a quorum is present is the act of the Board of Directors. In the case of an emergency with one or more aircraft, hangar or other property of the Corporation

and a quorum cannot be assembled by telephone calls; the officer(s) available shall have the authority to make short term decisions to handle the emergency.

- I. Qualifications: Each member of the Board of Directors must be a voting member of the Corporation in good standing.
- J. Policies and Procedures: The Board of Directors shall maintain written policies and procedures easily assessable to members. These shall determine other operational details not covered in these by-Laws. Additions and changes to such policies and procedures can be made with a simple majority vote at any regular or special membership meeting unless otherwise stated in such policies and procedures. Members shall receive written notice of any additions or changes.

Article IV Membership

- A. All members of the Corporation who operate aircraft based at the Mishawaka Pilots Club (MPC) must have and maintain membership in the MPC. If not already an MPC member, any such new member should have their application into MPC at the next regular MPC meeting. Members who only operate Corporation aircraft based at another airport may not be required to have membership in the MPC. This in no way requires the Corporation to base and maintain aircraft at any airport other than the corporate base of operation, the MPC. New member candidates and current members desiring not to be members of the MPC must be made aware of this and have no recourse against the Corporation in the event that the Corporation no longer bases aircraft anywhere other than its base of operations.
- B. Family Membership: The spouse and each dependent child (up to that allowed for deduction on federal income tax) of a member may apply for a family membership. Family members may not vote at meetings of the Corporation nor hold an office. Only one member of the family may reserve a corporation aircraft at the same scheduled time. A family member may apply for a regular membership when he/she no longer qualifies for a family membership, or when he/she desires full membership privileges. Upon approval of the application by the membership, the former family member will pay the difference between the regular and family initiation fee.
- C. Introductory member: A new member may elect to join as an "introductory member" for a period of 60 days and with 5 hours of prepaid flight time on C-172 training aircraft. After that period the introductory member may terminate or join MAA and MPC and become a full member.
- D. A new member may be checked out and then fly Corporation aircraft after approval by the Board of Directors, but must be confirmed by majority vote at the next regular membership meeting for full rights and privileges. New members will be on probation for ninety (90) days following acceptance and payment of the initiations fee and may be terminated by majority vote of members present at a regular or special meeting for due cause. If terminated the initiation fee, less any outstanding charges, dues and assessments, will be refunded.
- E. Any member may voluntarily terminate membership by submitting a letter of resignation to the Treasurer and paying all outstanding dues, charges and assessments.

- F. Members who wish to retain their membership in the Corporation, but for whatever reason do not wish to use the Corporation aircraft may change their status from “Flying” to “Stand-by” as detailed in the Policies and Procedures.
- G. Upon recommendation by the Board of Directors, the Corporation may, with just cause, terminate any member by a majority vote of the members present at a regular or special meeting. All members are required to follow the Corporation’s policies and procedures.
- H. The membership of any member who is in default in payment of dues, charges or assessments for a continuous period of ninety (90) days can be automatically terminated and denied all rights, privileges and previous contributions of such member shall be forfeited as and for liquidated damages at the discretion of the Board of Directors.
- I. The amounts of monthly dues and aircraft charges are established by the Cost Calculation committee and approved by the membership. The Cost Calculation Committee must meet at least once per year.
- J. Special assessments of members may be recommended by the Board of Directors and must be approved by the majority of the membership at a regular or special meeting, provided written notice is sent to all members at least ten (10) days prior to the meeting.
- K. Regular meetings of the members shall be held on the third Thursday of each month. The exact date may be changed by the Board of Directors for what is considered a good reason with the members notified at least (10) days prior, but a meeting must be held at least once each month.
- L. Special meetings may be called by the President or the Board of Directors provided written notice is made to all members at least ten (10) days prior to the meeting.
- M. A membership meeting quorum consists of ten percent (10%) of the membership in good standing.
- N. No member of the Corporation shall be authorized to make purchases in the name of the Corporation except with approval of a member of the Board of Directors or as set forth in the official capacity as an officer or other position as appointed.

Article V Accidents, Liabilities, Damages

- A. The Corporation shall at all times cover all aircraft with public liability and property damage insurance to protect the Corporation and the members against liability actions, suits for damages or judgments of third persons, or members. The Corporation shall, at the discretion of the Board, provide insurance against physical damage sustained by its aircraft (such coverage commonly known as hull insurance) with a reasonable deductible provision.
- B. In the event of an accident with damage to or destruction (partial or complete) of any corporation aircraft, the pilot in command or member receiving instruction from a certified flight instructor at the time of the incident shall be liable for \$1500.00.
- C. In case of any loss as outlined in “B” above, the President or Board of Directors shall appoint three (3) Corporation members with the Safety Officer as the chair to serve as an accident review committee. Such committee shall make whatever inquiries it deems necessary and provide a full report, together with any recommendations, to the Board of Directors.

- D. The Board of Directors may, at its discretion, waive payment of the deductible amount paid by the member for reasons such as mechanical failure, acts of God, or damage caused by a third party whose own insurance covers such loss.
- E. In the event that any member be found by the accident review committee to have caused loss to the Corporation's aircraft due to: 1) The influence of illegal drugs or alcohol; 2) Careless or reckless behavior affecting the aircraft (or other behavior considered to be negligent); 3) Willful or wanton violation of any federal, state or local regulations; such member or his/her estate will be liable for any such loss not coverable under the Corporation's insurance.
- F. In the event of an accident or incident with damage to any Corporation aircraft the member's flying privileges will be immediately suspended. If the review as outlined in section C above, reveals a lack of piloting skill, poor judgment or ignorance of the FAR, Corporation rules or policies and procedures, or any government regulations, the member's flying privileges will remain suspended until completion of a mandatory retraining period (including ground school, if necessary) initiated by and under the supervision of the Corporation's Safety Officer. After satisfactory completion of such retraining, the Board of Directors, at its discretion, may restore flying privileges to the member.

Article VI Operation of Aircraft

- A. Each member shall perform a thorough pre-flight inspection of the Corporation aircraft prior to any flight. All discrepancies, including any structural or other damage, shall be reported at a minimum as a squawk on the scheduling system.
- B. All members shall be checked out by a CFI per the Corporation's policies and procedures before operating a Corporation aircraft.
- C. The FAR, the Corporation's policies and procedures and all local airport rules must be observed at all times.
- D. The Corporation aircraft may be used for instructional purposes only when a flight status member in good standing is receiving the instruction. Instructors or members holding membership in the Corporation may not use the Corporation aircraft or equipment to instruct or charge for hire any person not a member of the Corporation except for a one time introductory flight for a prospective new member.
- E. If a Corporation aircraft is judged to be not airworthy by any member, the defect shall be entered into the scheduling system aircraft squawk book and other provisions as stated in the Policies and Procedures.
- F. No member shall fly a Corporation aircraft without having scheduled it in the flight scheduling system per the Corporation's policies and procedures. Reservations for aircraft use will be considered expired after 30 minutes from the start if the member reserving it is not at the aircraft reserved. If another member wants to use an aircraft under this circumstance, he/she is to call the member who reserved requesting the reservation be cancelled. If the member who has the aircraft reserved cannot be contacted, the member may proceed to use the aircraft after informing the original reserving member by message or the Flight Scheduling System or on the member's telephone and leaving a hand written note in the hangar where the aircraft is based.

- G. No cross-country flights beyond a twenty five (25) mile limit shall be allowed by any member holding a student pilot's certificate unless the student has the permission of or is accompanied by an instructor.
- H. No member may use the Corporation aircraft for hire nor shall he/she rent or lend any Corporation aircraft to any other person. No person other than a flying status member of the Corporation is authorized to use or operate a Corporation aircraft, except as may be required by FAA approved repair stations. Pilots and student pilots who are not members of the Corporation may not serve as pilot in command, even if accompanied by of a qualified Corporation member. All student pilots must use a qualified and currently rated CFI as detailed in the Corporation's policies and procedures.
- I. Members shall be liable for all damage resulting from landings and takeoffs not at a designated airport, except in an emergency.
- J. Members shall be liable for full cost and responsibility of retrieving a stranded aircraft except when: 1) The aircraft ceases to be airworthy at no fault of the pilot. 2) An instructor determines it is in the best interest of the Corporation to retrieve the aircraft and student pilot when notified of difficulties. 3) Another Corporation member, while receiving flight instruction or in a planned flight, is able to assist by transporting the responsible pilot or his/her designee to the stranded aircraft. 4) If on approved Corporation business, becomes stranded for weather or mechanical reasons. Note: The member is still responsible for Hobbs time in the return flight of the stranded aircraft except in Corporation business.
- K. All members are subject to periodic review of systems operational review of Corporation aircraft as may be required by the Safety Officer.
- L. Other requirements for member use of the various Corporation aircraft are to be detailed in the Corporation's policies and procedures.

Article VII Amendments

By-Laws of the Corporation may be adopted, amended or repealed by vote of written assent of fifteen (15) percent of the members eligible to vote, provided that written notice of the intent to amend, repeal or adopt changes be emailed to all members at least ten (10) days in advance of a regular or special meeting.

Article VII Fiscal Year

The fiscal year of the Corporation shall be the same as the calendar year.

By-Laws were amended and approved by the membership on **June 19th 2015 and undated on insurance policy on Dec 8th 2015**

These By-Laws replace those approved on:

November 1987

January 1988

May 1992

June 1992

May 1992

June 1992

October 1993

November 1993

January 1994

April 1998

April 2005

Nov 2014

June 19th 2015