

**CONSTITUTION
and
BY-LAWS**

**Wyoming Valley Pilots Club,
Inc.**

Adopted February 22, 2006

Amended December 5, 2007

CONSTITUTION and BYLAWS

Wyoming Valley Pilots Club

Preamble:

With the object in view of stimulating a greater interest in aviation in the Wyoming Valley area of Pennsylvania and creating the enthusiasm, which by reason of our example, will serve to encourage forms of aviation activities in this area, we do here form ourselves into The Wyoming Valley Pilots Club, Inc.

Incorporators:

The Articles of Incorporation are recorded in the Charter Books of Luzerne County, Pennsylvania, in Book No. 25, Page Nos. 496-507, dated December 22, 1972; and in the Court of Common Plea of Luzerne County—Civil Action, Law Number 2158, dated October Term, 1972. The petitioners were Carl H. Santarelli, Sr., George Bone, Jr., Fred C. Ziemer, Clido Cataluffi, James Gallegher, Vince Wachs, and Robert Edgerton.

Registration:

The corporation was registered with The Secretary of the Commonwealth of Pennsylvania on October 12, 1972 in Book 25, Page 501 in Harrisburg, Pennsylvania, in accordance with the provisions of Article II of the Corporate Nonprofit Law by the same directors of the said corporation as those aforementioned. This organization was formed in compliance with the requirements of The Commonwealth of Pennsylvania Department of State “Nonprofit Corporation Law” Act of 1933 and does not contemplate pecuniary gain or profit to its members.

Directors at Incorporation:

The names of the directors of the said corporation at the time of incorporation were the same as those aforementioned.

Name:

The Wyoming Valley Pilots Club, Inc. shall be the name of this organization.

Membership: Article I

Sec. 1--The original founding members are the Charter Members, an honorary designation.

Sec. 2--Membership is by application after attending a minimum of three regular club meetings as a guest and after receiving the sponsorship by signature of two members of the Board of Directors. Applicants for membership must possess, as a minimum, a Student Pilot Certificate. An applicant is admitted to membership by a majority, secret vote of the members of the Board of Directors in attendance at a regular or special meeting of the Board of Directors at which there is a quorum. Approved applicants must pay an initiation fee of \$35 and dues prorated for the calendar year of approval prior to attaining the privileges of membership, which are the right to vote on all matters before the general membership of the club, have access to and use of the club building and its contents, and hold a club office, except that no member shall be an officer who is not at least 18 years old. There shall be no limit to the number of members.

Sec. 3--A club member may have his or her membership terminated for any reason as determined by a two-thirds majority vote of the entire Board of Directors. The member will be notified in writing and invited to appear before the club prior to such action by the Board.

Sec. 4—A Life Member is a Charter Member who retains the privileges of membership, except that he may not hold club office or be a director. A Life Member no longer has the obligation of dues or assessment. To become a Life Member, a Charter Member must have his application for such status approved by a majority vote of the members of the Board of Directors at a meeting at which there is a quorum. The applicant may not vote regarding his application.

Board of Directors: Article II

The authority to govern the organization is vested in the members, who shall elect a Board of Directors. The Board shall direct the policies and procedures in all matters relating to the purpose for which the club has been formed. The Board shall manage and control the property of the club, including any changes, alterations, or modifications, and the Board must approve the sale or disposal of any property belonging to the club.

Directors: Article III

Sec. 1--The size of the Board of Directors is set at thirteen members, known as directors, all of whom are members of the club. Directors who are Charter Members may serve on the Board until becoming a Life Member, resignation, or death. Other than Charter Members, directors are elected.

Sec. 2—For the purpose of election by the membership and to stagger initially the expiration of terms of future directors, the Board shall use a fair and random procedure to divide the positions held by current directors who are not Charter Members into three groups as nearly equal in number as possible. Thereafter, at the regular club meeting each December, the club membership shall elect members to sit on the Board of Directors for those positions having terms that expire at the end of that month. The term of each elected director is three years, beginning January 1. An elected director may seek reelection to a consecutive three-year term. After being elected by the club membership, a director may serve no more than six consecutive years on the Board. After a one-year hiatus, a former director may serve on the Board or seek election to the Board, if desired.

Sec. 3--A director who anticipates being absent from a Board meeting shall notify the chairman beforehand. If a director who is not a Charter Member is absent from three regular Board meetings within a twelve-month period, the director will be deemed to have resigned and the position on the Board declared vacant.

Sec. 4--A director shall serve until expiration of term, death, resignation, or removal from the Board. A director may resign at any time by giving written notice to the chairman. The resignation takes effect upon receipt of the notice or at a later date as specified in the notice, and unless otherwise specified therein, the acceptance of such resignation is unnecessary. Excluding Charter Members, a director may be removed from the Board at any time for any reason by a two-thirds majority vote of the club members.

Sec. 5--A vacancy on the Board shall be filled by a nominee chosen by the chairman who receives a majority, secret vote of the members of the Board of Directors in attendance at a regular or special meeting of the Board of Directors at which there is a quorum, and that position for the remainder of its term shall be due for election by the membership at the following December regular club meeting. The Board shall report to the membership at the next regular club meeting any vacancy on the Board. The Board shall report to the membership any upcoming vacancy on the Board and post such notice in the club meeting room.

Sec. 6--An applicant for election to the Board must be a club member for at least two years at the time of election. Written application shall be made to the Board secretary.

Meetings of the Board of Directors: Article IV

Sec. 1--The Board of Directors shall hold six meetings each year on the third Wednesday of odd-numbered months at 7:30 p.m. These are the regular meetings of the Board. There may be special meetings as deemed necessary by the chairman. A quorum is a majority of the current members of the Board.

Sec. 2--At the January regular meeting in even-numbered years, the Board of Directors shall elect its chairman, vice chairman, and Board secretary, each to serve a two-year term beginning immediately. At each July regular meeting, the Board shall receive and review a report on the financial status of the organization from the treasurer, and shall establish the membership dues for the following year.

Sec. 3--The chairman shall convene and preside at Board meetings. The vice chairman shall preside at Board meetings in the chairman's absence. The Board secretary shall announce Board meetings to all directors and shall record the proceedings of the Board meetings.

Sec. 4--The Board shall report its activity at the next regular club meeting.

Club Officers: Article V

Sec. 1--The officers shall be president, vice president, secretary, and treasurer.

Sec. 2--The officers shall be elected for a term of one year by secret ballot of the members present at the regular December meeting. Election will be by plurality. There shall be at least two tellers appointed by the president to count the ballots in secret. At the preceding November meeting and the December meeting, the secretary shall announce the nominations for each office made by the membership, using the most current version of Robert's Rules of Order, and by a Nominating Committee of three to five members who are appointed to the committee by the president.

Sec. 3--Vacancies occurring between elections shall be filled by special elections no later than the second regular meeting following the resignation or removal, after proper notification to the membership by the secretary or president.

Sec. 4--Officers may be removed from office by a two-thirds vote of the entire membership at the second regular club meeting that follows proper notification of the membership by the secretary or president.

Duties of Club Officers: Article VI

Sec. 1--The president shall preside at all meetings of the club and conduct them according to the rules adopted. The president shall enforce due observance of the Constitution and bylaws; decide all questions of order; sign all official documents adopted by the club; appoint all committees; serve on all committees, if desired; be entitled to and invited to attend all regular meetings of the Board of Directors; and perform all other duties pertaining to the office of president. At the end of the president's term or upon resignation or removal, the president shall relinquish all property belonging to the club that is in his or her possession to the succeeding president, if known, or to the vice president.

Sec. 2--The vice president shall assume all duties of the president in the president's absence. The vice president shall coordinate programs and refreshments for the regular club meetings. The vice president shall submit a bill to the treasurer for refreshments reimbursement. At the end of the vice president's term or upon resignation or removal, the vice president shall relinquish all property belonging to the club that is in his or her possession to the succeeding vice president, if known, or to the president.

Sec. 3--The secretary shall keep a record of the proceedings of all club meetings; keep a roll of members; submit membership applications; carry on all correspondence; read communications at each meeting; announce all club meetings; announce the outcome of all elections; and serve on all committees, if the secretary desires. The secretary shall keep the Constitution and bylaws of the club and have the same at every club meeting. The secretary shall note all amendments, changes, and additions to the bylaws and shall permit club members to consult the bylaws upon request. At the end of the secretary's term or upon resignation or removal, the secretary shall relinquish all property belonging to the club that is in his or her possession to the succeeding secretary, if known, or to the president.

Sec. 4--The treasurer shall receive and receipt for all monies paid to the club; keep an accurate account of all monies received and expended; attend meetings of the Board of Directors; and pay all bills only with proper authorization, pursuant to Article XI. At each club meeting, the treasurer shall submit a financial report, including an itemized statement of disbursements and receipts, plus a total of funds in the club accounts. At the

end of the treasurer's term or upon resignation or removal, the treasurer shall relinquish all property belonging to the club that is in his or her possession to the succeeding treasurer, if known, or to the president.

Meetings of the Club Membership: Article VII

Regular meetings of the club membership shall be held on the first Wednesday of each month, beginning at 7:30 p.m. The membership has the right to reschedule an upcoming meeting no later than the immediately preceding meeting. The president may convene special meetings to facilitate club response in the event of an emergency. The most current version of Robert's Rules of Order shall govern proceedings at all meetings. A quorum is twenty-five percent of the membership.

Treasury: Article VIII

The treasury of the club shall exist from fundraising activities, donations, the collection of dues, and special assessments.

Dues: Article IX

Dues are due either in full at the January club meeting, or in two halves due at the January and July club meetings. The club secretary shall endeavor to inform all delinquent members by the U.S. Postal Service. Should a member become delinquent in dues payments for a period of thirty days, his or her membership in the club shall be declared forfeited.

Special Assessments: Article X

After an announcement to the membership at an earlier, regular meeting that such a vote will occur, by majority vote of the voting membership at two consecutive regular meetings, the club may levy upon the general membership any special assessment deemed necessary, with all particulars of the assessment determined by the same vote.

Disbursements and Investments: Article XI

The treasurer has the authority to pay all recurring, operating expenses for the club. By majority vote at a club meeting at which there is a quorum, the club must approve all other disbursements and must approve each investment of club funds. The Board of Directors must approve any single disbursement of greater than \$500 in any one month. All disbursements shall be made by check requiring two signatures. The authorized signatories are the club treasurer and chairman, vice chairman, and secretary of the Board of Directors.

Disbandment or Dissolution: Article XII

If the club votes to disband or has not held regular meetings within one year and is, therefore, obviously dissolved in accordance with the provisions of the Pennsylvania Nonprofit Corporation Act of 1988, any and all property of the club shall be placed for sale individually by sealed bid announced to and open to the public by

legal notice. The date, time, and location of the opening of the bids shall be part of the sale announcement. The location of the opening of the bids shall be a public place.

Then, after all obligations and debts are paid, and again in accordance with the aforementioned Act, the club shall transmit any and all monies to the current members with two or more years of continuous membership in the club at the time of disbandment or dissolution, with each such member receiving a prorated portion of the proceeds based upon his or her years of continuous membership in the club at the time of disbandment or dissolution.

Amendments: Article XIII

Sec. 1--Bylaws may be amended, including creation and repeal.

Sec. 2--Proposals for amendments shall be submitted in writing to the secretary of the Board and signed by at least three club members. At its next regular or special meeting, the Board shall review the proposed amendment and vote on its merit, which is a vote to write a resolution or petition.

Sec. 3--If the Board votes to write a resolution or petition, such document shall contain the language of the proposed amendment to the bylaws by providing that the bylaws shall be amended so as to read as therein set forth in full, or that any provision thereof be amended so as to read as therein set forth in full, or that the matter stated in the resolution or petition be added to or stricken from the bylaws. The Board shall vote on the resolution or petition to amend no later than the regular or special Board meeting that immediately follows first discussion of the proposed amendment. The secretary of the Board shall record the voting by the signature and aye, nay, or abstention of each director.

Sec. 4--If the resolution or petition is approved by the Board, the secretary of the Board shall endeavor to give notice by the U.S. Postal Service, as soon as possible but not less than ten days before a regular meeting of the club membership, to each club member of the intent to amend the bylaws and the call for a vote by the club membership on such. The secretary of the Board shall have posted the same notice in the club meeting room. With such notice, there shall be included in, or enclosed or attached with, a copy of the resolution or petition that is the proposed amendment or a summary of the changes to be effected thereby.

Sec. 5--The resolution or petition shall be adopted upon receiving the affirmative vote by secret ballot of two-thirds of the membership in attendance. The resolution or petition shall be defeated if it does not receive a required vote of approval by either the Board or the membership. All votes shall be held at meetings at which there is a quorum.

After Review by the General Membership,
Adopted by the Board of Directors
February 22, 2006

Amended December 5, 2007