

# Cross Country Flying Club, LLC

Miami, Florida

## By-Laws

Rev. June 30, 2017

### Article One

#### Organization

1. The name of this organization shall be Cross Country Flying Club, LLC
2. The organization shall have a seal which shall be in the following form:
3. [ Incorporated under the MEMBERSHIP CORPORATIONS LAW (now-repealed), the organization currently is a not-for-profit corporation of Type B pursuant to NOT FOR-PROFIT CORPORATION LAW §113. (4/97) ]

### Article Two

#### PURPOSE

The following are the purposes for which this club has been organized:

1. To own or lease and maintain one or more aircraft for the education, transportation and general use of the members of this Club or their families.
2. To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the Club.
3. To borrow money, contract debts, make contracts, and to exercise any and all such powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient or expedient for the accomplishment of any of its objects or purposes, providing the same be not inconsistent with the laws of the State of Florida, and to that end, enumeration of such powers as set forth herein shall not be deemed inclusive.
4. To provide for its members convenient means for private flying and the improvement and maintenance of their flying skills.

### Article Three

#### MEETINGS OF MEMBERS

1. Meetings of the membership shall be held at a time and place to be determined by the Board of Directors. Within this Article, the words "membership", "member", and "members" shall refer to active members in good standing.
2. The Annual Meeting of the Club shall be held in January at such a time and place as the Board of Directors shall determine Cross Country Flying Club, LLC Rules of Operation By-Laws.
3. Notice of the Annual Meeting of the members shall be given by written notice mailed to each member at his/her last known place of business or residence at least five days before such annual meeting.
4. Special meetings of the members may be held at such time and place as the President may Determine. It shall be the duty of the Secretary to call such meetings within thirty days after such demands.
5. Notice of special meetings of members, stating the time and in general terms the purpose thereof, shall be given in like manner as the notice required for the regular annual meetings.
6. At any meeting of the members, a quorum shall consist of 10 members in good standing.
7. The President, or in his/her absence, the Vice-President, or in the absence of the President and Vice-President, a Chairman elected by the members present shall call the meeting of the members to order and shall act as presiding officer thereof.
8. At the Annual Meeting of the members, the members shall discuss any changes, future endeavors, upcoming events, and or seminars.

### Article Four

#### DIRECTORS

1. The business of the Club shall be conducted and controlled by a Board of Directors of two members.
2. The Board of Directors shall consist of the President, Vice-President, Treasurer, Secretary, Aircraft Maintenance Officer.
3. Regular meetings of the Board of Directors shall be held at any time and place as determined by the President.
4. Special meetings of the Board of Directors may be called at any time on the order of the President or on the order of two Directors.
5. Notice of special meetings of the Board of Directors stating the time and in general terms, the purpose, shall be mailed, or orally given to each member no later than the day before the day appointed for the meeting. If all members shall be present at any meeting, any business may be transacted without previous notice.
6. Ten members shall constitute a quorum at all meetings and the affirmative vote of at least six members shall be necessary to pass any resolution or authorize any act of the Club.
7. The Board of Directors shall cause to be kept a record of all its acts and proceedings at its meetings and to be presented a full statement showing in detail the condition of the affairs of the Club.
8. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of Club property and to do and perform, or cause to be done and performed any and every act which the Club may lawfully do and perform. Each member of the Board of Directors may enforce all said rules and resolutions in the first instance until action of the Board.
9. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the Business of the Club.

#### **Article Five**

##### **OFFICERS**

1. The Officers of the Club shall be a President, Vice-President, Secretary, Treasurer, Aircraft Maintenance Officer.

#### **Article Six**

##### **INDEMNIFICATION**

1. The Club may, by resolution of the Board of Directors, provide for indemnification by the Club of any and all of its members or former members against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the Club, except in relation to matters as to which such Directors shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicted on the existence of such liability for negligence or misconduct.

#### **Article Seven**

##### **PRESIDENT**

1. The President shall preside at all meetings of the club and the Board of Directors. He/she shall post an agenda for Board meetings five days in advance of the meeting. He/she may call any special meeting of the members of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the Club, shall execute with the Secretary, in the name of the Club, all certificates of membership, contracts and instruments other than checks which have been first approved by the Board of Directors.
2. The President shall assign such duties connected with the operation of the Club to other officers.

#### **Article Eight**

##### **VICE PRESIDENT**

1. The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President.
2. The Vice-President shall also perform such duties connected with the operation of the Club as

he may undertake at the direction of the President.

#### **Article Nine**

##### SECRETARY

1. The Secretary shall keep the minutes of all proceedings of the members and of the Board of Directors in books provided for that purpose. He/she shall attend to the giving and serving of notices of all meetings of the members and the Board of Directors and otherwise. He/she shall keep a proper membership book showing the name of the each member of the Club, the book of By-Laws, an up-to-date compilation of Club Policies, the Club Seal and such other books and papers as the Board of Directors may direct. He/she shall execute with the President, in the name of the Club, all certificates of membership, contracts and instruments which have been first approved by the Board of Directors.
2. The Secretary shall perform all duties incident to the office of the Secretary, subject to the control of the Board of Directors.
3. The Secretary shall also perform such duties connected with the operation of the Club as he/she may be directed by the President.

#### **Article Ten**

##### TREASURER

1. The Treasurer shall execute in the name of the Club all checks for expenditures authorized by the Board of Directors. They shall receive and deposit all funds of the Club in the bank selected by the Board of Directors which funds shall be paid out only by check as herein before provided. They shall also account for all receipts, disbursements and balance on hand to the Board of directors in a timely way. They shall provide timely financial statements that indicate revenue, expenditures, assets, liabilities and net worth of the Club.
2. The Treasurer shall perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors.

#### **Article Eleven**

##### AIRCRAFT MAINTENANCE OFFICER

1. The Aircraft Maintenance Officer shall be responsible for the maintenance of current information in the log books of the aircraft.
2. The Aircraft Maintenance Officer shall be responsible for maintaining the aircraft in proper operating condition, by or under the supervision of a properly certified aircraft and engine mechanic, and for obtaining all checks, inspections, major overhauls and for compliance with all Airworthiness Directive Notices and service bulletins for the aircraft.  
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3. The Aircraft Maintenance Officer shall be responsible for all papers required to be carried in the aircraft and for the execution of all papers required upon the completion of inspections and major repairs.

#### **Article Twelve**

##### AMENDMENTS

1. These By-Laws may be amended at any regular or special meeting of the Club, provided that notification of the proposed amendment be communicated to the entire membership at least ten days in advance of the meeting.
2. A two-thirds vote of the members present at any such meeting shall be required to adopt any proposed amendment.

#### **Article Thirteen**

##### PARLIAMENTARY AUTHORITY

1. Robert's Rules of Orders shall be the parliamentary authority and shall serve as a guide for conduct of all meetings of the Club.

## **Article Fourteen**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

1. In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the corporation shall go and be distributed:

(a) first, to general creditors of Cross Country Flying Club, LLC, including those holding long term loans to the Club which will be paid back with interest to date;

(b) second, to Club members proportional to and not exceeding the amount of their refundable deposits, without interest; and

(c) last, to such non-profit charitable corporation, municipal corporation, or corporations, as may be selected by the board of directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on nonprofit aviation, and aviation safety, education . In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members (except as stated in (b) above), either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of the dissolution of this corporation, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to the following nonprofit charitable purpose: Aircraft Owners and Pilots Association (AOPA) Safety Foundation.]