

By-Laws

ARTICLE I NAME

Section 1. The name of this organization shall be the Red Wing Soaring Association.

ARTICLE II OBJECTIVE AND PURPOSE

Section 1. The purpose of this organization shall be to encourage interest in the science of safe powerless flight; to own and/or lease, construct and/or buy, and maintain sailplanes and other aircraft and equipment used in connection with soaring and flying; to advance the knowledge of the members in aeronautical, navigational and meteorological subjects; to conduct and participate in national and regional flight contests and participate in flying exhibitions; to hold meetings for the purpose of discussing and acting upon Association business, safety matters, and interchanging ideas relating to the science of soaring.

ARTICLE III FOUNDED

Section 1. The Red Wing Soaring Association was founded March 22, 1963 in Red Wing, Minnesota. The By-Laws were adopted on March 10, 1964.

ARTICLE IV INCORPORATION AND FISCAL YEAR

Section 1. The Association shall be organized and incorporated under the laws of the state of Minnesota and shall operate in a non-profit status. The duration of the Association, unless otherwise terminated, shall be perpetual.

Section 2. The Fiscal Year shall be from January 1 through December 31.

ARTICLE V MEMBERSHIP

Section 1. The membership shall be set at the discretion of the Board of Directors, depending on the availability of aircraft and instructors.

Section 2. The levels of membership shall be: Active, Family, Associate, Inactive, Honorary and Youth.

Section 3. Active Membership
Active membership is granted to those who have paid 1/3, 2/3, or the full share fee. An Active member shall be of the age of consent and have equal privileges and obligations and be entitled to participate in all activities, whether flying or otherwise, on an equal basis with every other Active member. However, Active status is granted only to those whose dues and other charges are not in arrears, and provided they are at all times current members of the Soaring Society of America, Inc.

Section 4. Family Membership
Family membership is available to persons of the immediate family of an Active full share member. Except for husband and wife, such must be less than 23 years old and their Family membership will terminate at the age of 23. Each Active member is responsible for the financial obligations of their Family member(s). All Family memberships end with the termination/conversion of the responsible Active member.

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- Section 5. Associate Membership
Associate members are non-equity members who are interested in the objective and purpose of the Association, but for financial or other reasons do not desire to be an Active member. An Associate member has no voting rights, but may act as a tow pilot and may attend general meetings and flying sessions.
- Section 6. Inactive Membership
Inactive membership is available to Active members upon written application submitted to the Board of Directors. An Inactive member may attend general meetings and flying sessions but is only allowed to fly in Association equipment under conditions set by the Board of Directors. An Inactive member that meets all Association requirements in regard to dues, assessments, etc., and that is an authorized RWSA instructor and holds a valid FAA CFIG rating, may fly in Association equipment as a Pilot in Command during the course of instruction and check flights of an Active member.
- Section 7. Honorary Membership
Honorary membership may be conferred upon an individual by special resolution of the Board of Directors. Honorary members are not required to pay dues nor have they the right to vote or hold office. Upon the recommendation of the Chief of Operations or an assigned alternate, such Honorary member may be permitted to fly the Association's aircraft, providing all checkout procedures are followed and the normal assessment for flying such equipment is made.
- Section 8. Youth Membership
Youth membership is a non-equity membership designed to provide a cost effective method for youth to pursue interests in soaring and aviation. The applicant must be 22 years of age or less, the minimum age being 14, and must have written parental or guardian permission. Youth members do not have voting privileges and there is no equity share buy-in or equity payout upon resignation.
- Section 9. Application for membership shall be in writing and must be filed with the Secretary. New members shall be taken from a waiting list and shall be accepted on a probationary status for a period not to exceed sixty (60) days. When any new member is rejected during the sixty (60) day probationary period, their membership dues shall be refunded in full, unless said member is financially obligated to the Association for flying time expense or uninsured damage to glider or equipment caused through negligence or violation of applicable regulations by said member, in which case such charges must be deducted from membership dues before refund is made. In the event that said member's obligations should exceed the membership dues, this remaining balance shall become collectable at time of termination date. If not paid within a period of sixty (60) days, claim for monies due will be entered and processed through the proper court of law.

ARTICLE VI MEMBERSHIP FEES AND DUES

- Section 1. All equity assessments, fees, and dues shall be charged and set forth by the Board of Directors and shall be published periodically, but not less than annually.
- Section 2. A dues payment by an Associate member is required annually in the amount set by the Board of Directors.
- Section 3. Membership and membership dues shall not be transferable.

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ARTICLE VII DUTIES OF THE MEMBERS

- Section 1. The duties of the members shall be: to attend all meetings; to conduct themselves in a proper and fitting manner; to uphold the dignity of the Association at meetings and on the flying field; to be alert and mindful of the Association's interest; to exercise due caution and safety in flying; to observe all local, state, and Federal flying rules and regulations.

ARTICLE VIII INDEBTEDNESS

- Section 1. Suspension of members from using the Association equipment shall be automatic if any dues, flight charges or assessments are over thirty (30) days in arrears.
- Section 2. Any member whose dues, flight charges or assessments are six (6) months in arrears shall be automatically moved to Inactive membership status and informed accordingly in writing. Such member's equity shall be reduced by the amount of the indebtedness if not corrected. Any member may petition to the Board of Directors to waive this section, and the Board shall have the authority to extend, dismiss, or invoke this section at their discretion.

ARTICLE IX DAMAGE TO EQUIPMENT

- Section 1. If an accident results in an insurance claim by the Association, the uninsured portion of that claim shall be paid by the responsible member only in the event of careless or reckless operation. If an accident claim is not filed, and either careless or reckless operation was involved, then the member is responsible for the total cost of that accident.
- Section 2. In the event that the member responsible for the accident is not able to pay the assessed amount determined in Section 1, the balance of the repair or replacement bill shall be taken from the Association treasury. Membership of said person shall be suspended until the appropriate payment is made. The member will be removed from the Association if the payment is not made within six (6) months or such time as shall be determined by the Board of Directors.
- Section 3. The President shall appoint a (3) three-member committee to investigate the accident to determine if either careless or reckless operation was involved. The committee must include a minimum of one (1) CFG, and preferably the Chief of Safety. If the committee determines that either careless or reckless operation was involved, the member may appeal said decision to the Active and Inactive membership and their decision, by a majority vote of those present, shall be final.
- Section 4. Any assessments under Section 3 shall be payable by each and every member so assessed before they shall be allowed to make any further use of the Association's equipment. The period of time to pay this assessment shall be determined by the Board.

ARTICLE X SUSPENSION, EXPULSION, DISCIPLINE

- Section 1. If the conduct of any member shall appear to be in willful violation of the applicable regulations of the Association or prejudicial to the Association's interest, or if any member shall be in default for the payment of his dues or any other indebtedness to the Association, the Board of Directors may, by a majority vote, suspend or expel such member. Before taking such action, a written copy of the charges must be served upon the member who will then be given the opportunity to appear before the Board of Directors in defense of those charges. A motion to reconsider the suspension or expulsion of a member may be made at the next regular meeting of the Directors, or at a special meeting called for this purpose, but not thereafter.

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Section 2. Any member who has been suspended by the Chief of Operations, or by any member acting in that capacity will be considered as one who has been temporarily denied all flying privileges of the Association. However, the combined Active and Inactive members present at any general meeting constituting a quorum may, by majority vote, cause suspension or expulsion of a member in the event the Board of Directors does not vote unanimously for such action. Dues shall continue during the suspension period, and the member shall be automatically reinstated at the end of the period of suspension.

Section 3. Any unpaid balance owed by a member at the time of expulsion shall be due within sixty (60) days of the suspension or expulsion date, whichever the case may be, or claim for monies due will be entered and processed through the proper court of law.

ARTICLE XI RESIGNATION

Section 1. Any member contemplating resigning from the Association shall present a written request to the Board and such resignation shall not take effect until all indebtedness is paid in full. A member's refundable equity shall be returned as soon as practical in accordance with the refund policy established by the Board of Directors.

ARTICLE XII QUORUMS AND MEETINGS

Section 1. The quorum for all Membership meetings shall be at least a majority of the Active members, including at least two (2) elected officers.

Section 2. The quorum for all Board meetings shall be at least one-half of the Board members including at least one (1) elected officer.

Section 3. Upon written request of at least fifty percent (50%) of the Active membership, a special meeting shall be called.

Section 4. All members shall be notified as to the time, place, and agenda of the special meeting.

Section 5. Board meetings shall be held at the discretion of the Board or may be called at the discretion of the Chairman of the Board. The Board shall meet at least once annually and no later than one (1) month before the end of the fiscal year.

Section 6. Unless otherwise ordered by a majority vote of the Active members present, or in the case of the Board of Directors by a majority of the Directors present, the order of business at all regular and special meetings of either members or officers shall be as follows:

1. Roll call and call to order by presiding officer.
2. Reading of minutes from last meeting.
3. Reports and statements of officers and committees.
4. Unfinished business.
5. Elections.
6. New or miscellaneous business.
7. Program of the day.
8. Adjournment.

Section 7. *Robert's Rules of Order* shall be the parliamentary authority on all matters not covered by the By-Laws of the Corporation.

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ARTICLE XIII VOTING

- Section 1. Active and Inactive members shall be entitled to one (1) vote on any matter requiring a vote of the general membership, except when otherwise provided for by the By-Laws.
- Section 2. There shall be one (1) vote per Family membership.
- Section 3. An absentee ballot may be cast under the following circumstances: Where the item to be voted on would directly or indirectly affect the member's standing in the Association or assessments against the member. Under such circumstances, the Secretary will *mail* to each Active and Inactive member, at least seven (7) days prior to such a voting meeting, an absentee ballot describing the issue to be decided by vote and a place to declare an affirmative or negative vote on said issue. All members are urged to attend all meetings, but the absentee ballot may be used when attendance is impossible. When an absentee ballot is cast, the member casting the ballot will be considered present when determining the number of members present. This ballot should be sent by return *mail* to the Association Secretary so that it will be received in time for tallying on the day of the voting meeting. Failure to return an absentee ballot where the member cannot attend the meeting personally, will count as *no vote cast*. *Mail* is defined as delivery by either the US Postal Service or any acceptable electronic means.
- Section 4. It shall require a two-thirds (2/3) vote of those Active and Inactive members present to effect passage of any resolution except when otherwise provided for by the By-Laws.
- Section 5. All Board matters shall require a majority vote of the Board members present to be passed.

ARTICLE XIV NOMINATIONS AND ELECTIONS OF OFFICERS

- Section 1. Nominations of officers will be made at the first regular meeting in October directly from the floor by a majority vote of Active members of the Association then present. Only Active members may be nominated. The President may designate a nominations committee to present recommendations to the general membership. The election of such officers will take place at the first regular meeting in November directly from the floor by a majority vote of Active members of the Association then present. Officers elected shall take charge immediately following the meeting at which they were elected. All officers shall hold office for one (1) year, or until their successors are elected.
- Section 2. The officers may create from time to time additional officers and may designate such Special Officers. Such Special Officers need not be regular officers of the Association, but must be Association members.

ARTICLE XV OFFICERS AND BOARD OF DIRECTORS

- Section 1. The officers of the Association shall comprise a President, Vice-President, Secretary and Treasurer. Immediately after taking office, said officers shall, by a majority vote, appoint as many of the following positions as are needed: Chief of Instruction, Chief of Operations, Chief of Tow Operations, Chief of Maintenance, Chief of Ground Maintenance and Chief of Safety.
- Section 2. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and as required, Chief of Instruction, Chief of Operations, Chief of Tow Operations, Chief of Maintenance, Chief of Ground Maintenance and Chief of Safety. The President shall be the Chairman of the Board of Directors.

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- Section 3. The Board of Directors shall have full authority to act in any or all matters concerning the Association excepting those specified otherwise in the By-Laws. However, such action may be subject to review by the membership upon petition signed by a majority of the Active members. Obligations of the Association must be presented to and approved by the Board.
- Section 4. A majority of seventy-five percent (75%) secret vote of the Active membership shall be required to **impeach** an officer and/or member of the Board. This proceeding shall have a chairman elected by the membership who is not an officer or member of the Board.
- Section 5. In the event of a **vacancy** on the elected Board, the remaining members of the elected Board shall appoint a temporary officer to serve until the next regular meeting at which time a special election shall be held to fill the vacancy. If a permanent officer is not elected within sixty (60) days after the vacancy occurs, the temporary officer shall automatically become permanent for the remainder of the unexpired term.

ARTICLE XVI DESIGNATION OF OFFICERS AND THEIR DUTIES

- Section 1. **President:** An Active member to be elected annually by a majority vote of the Active members at the meeting. Duties of the President shall be: (a) to act as Chairman of the Board of Directors; (b) presiding officer at all meetings of the Association; (c) to appoint all committee chairmen; (d) to sign all acts or orders necessary to carry out the business of the Association; (e) to act as the representative of the Association to outside persons or to other organizations whenever necessary.
- Section 2. **Vice-President:** An Active member to be elected annually by a majority vote of the Active members at the meeting. The duties of the Vice-President shall be: (a) presiding officer in the absence of the President; (b) to coordinate recruiting activities and process new member applications; (c) to assume the duties of the President in case of illness, death, resignation or removal from office of the President.
- Section 3. **Secretary:** An Active member to be elected annually by a majority vote of the Active members at the meeting. Duties of the Secretary shall be: (a) to record the minutes of all special and regular meetings of the Association; (b) to record the minutes of all meetings of the Board of Directors; (c) to call a meeting to order in the absence of the presiding officers; (d) to preserve all records, reports and documents of the Association except those specifically assigned to the custody of others; (e) to carry on the official correspondence of the organization as well as sending notice of meetings to members; (f) to keep a membership book containing the name and address of each member and the date of admission to membership; (g) to give all notices required by law and all notices provided by the Operating Policies and Procedures, or By-Laws of the Association.
- Section 4. **Treasurer:** An Active member to be elected annually by a majority vote of the Active members at the meeting. Duties of the Treasurer shall be: (a) to receive, receipt for, disburse, record and be custodian of all funds connected with the business of the Association; (b) to keep an accurate account of the finances of the Association in the books prepared and furnished for that purpose; (c) to render a current financial report at each business meeting; (d) to provide the financial books and records for inspection and examination by the officers or any committee of members appointed for that purpose; (e) to deliver, at the time the term of office expires, all books, papers, and Association property, together with all monies and rights of the Association, to the newly elected Treasurer or to the President.
- Section 5. The Active membership may, at their discretion, vote the position of Secretary-Treasurer to the same person.

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- Section 6. Chief of Operations: An Association member appointed annually by the new officers. The appointee must hold a minimum rating of *private pilot glider*. The duties of the Chief of Operations shall be: (a) to serve on the Board of Directors; (b) to plan and schedule operations and keep an accurate record of all flying time; (c) to prepare and post the Qualification Sheet based on the Treasurer's and Chief Instructor's reports; (d) to ground any and all aircraft for the safety of members because of weather or other hazardous conditions; (e) to report violations of rules and other operational matters to the Board; (f) to require a check ride if a members' flying proficiency is, or is suspected to be, below the standard of safe flying practices of the Association; (g) to temporarily suspend a member for violations of rules and regulations. Such temporary suspension can only be lifted at the next regular or special meeting of the Board.
- Section 7. Chief of Instruction: An Association member appointed annually by the new officers. The appointee must hold a rating of *CFI Glider*. The duties of the Chief of Instruction shall be: (a) to serve on the Board of Directors; (b) to appoint all Association instructors, with the approval of the Board; (c) to remove an instructor from the authorized instructor list, with the approval of the Board; (d) to be in charge of the overall instruction of students and other instructors.
- Section 8. Chief of Tow Operations: An Association member appointed annually by the new officers. The duties of the Chief of Tow Operations shall be: (a) to serve on the Board of Directors; (b) to establish Association towing standards with the assistance of a CFIA and CFG; (c) to arrange for the instruction and appointment of tow pilots following Association standards, SSA standards, and FAR requirements; (d) to provide a tow pilot schedule throughout the soaring season.
- Section 9. Chief of Maintenance: An Association member appointed annually by the new officers. The duties of the Chief of Maintenance shall be: (a) to serve on the Board of Directors; (b) to establish Association maintenance standards with the assistance of an A&P or IA; (c) to schedule and arrange for required aircraft maintenance, alterations, and inspections; (d) to ensure that aircraft maintenance records are properly kept.
- Section 10. Chief of Ground Maintenance: An Association member appointed annually by the new officers. The duties of the Chief of Ground Maintenance shall be: (a) to serve on the Board of Directors; (b) to maintain the hangar and the Association grounds; (c) to maintain the tow vehicles, Association trailers, or any other support equipment of the Association.
- Section 11. Chief of Safety: An Association member appointed annually by the new officers. The appointee must hold a minimum rating of *private pilot glider*. The duties of the Chief of Safety shall be: (a) to serve on the Board of Directors; (b) to Chair the Safety Board; (c) to develop and manage safety programs as approved by the Board; (d) to oversee incident reviews and tracking; (e) to revoke flight privileges or require additional instruction of members, whenever such action is required.
- Section 12. The title and the duties of the Chief of Safety may be combined with another board position at the discretion of the elected officers.

ARTICLE XVII LIABILITY

- Section 1. Adequate and proper insurance, as defined by the Board of Directors, shall at all times be carried to protect the Association from any liability and damages.

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ARTICLE XVIII PURCHASES

- Section 1. Any member of the Board of Directors may make purchases up to \$200 for the needs or activities of the Association.
- Section 2. No member of the Association shall be authorized to make purchases in the name of the Association without first obtaining prior approval from an elected officer.
- Section 3. A member may procure items that are reasonable and necessary to facilitate transportation of the equipment to the home base or to the destination, excluding major repairs. If major repairs are necessary, the Chief of Maintenance, or one of the officers must be contacted immediately for instructions.

ARTICLE XIX FINANCE

- Section 1. The Association funds shall be deposited in a reliable banking institution and shall be made negotiable by presenting the signature of the Treasurer, or in his absence, the President.
- Section 2. No obligation in excess of the funds on hand, or any capital expenditures over the value of a *full membership* share, shall be incurred by the officers or Board members without the approval of the membership. Such approval shall require a seventy-five percent (75%) majority of the combined Active and Inactive membership votes cast at the meeting. Absentee ballots will be provided prior to such meeting as provided in Article XIII, Section 3, and absentee votes actually cast shall be included in determining the 75% requirement.
- Section 3. Any capital expenditure whose cost exceeds the funds on hand may be partially or wholly funded by loans from the Association membership. The payback schedule and interest rate given for such loans will be determined and agreed upon jointly by the Board of Directors and the lenders.

ARTICLE XX AUDIT

- Section 1. Annually, at the end of the fiscal year, the books and accounts shall be audited by a special committee of two (2) members appointed by the President, neither of whom shall be the Treasurer or President. 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 judgment, it is deemed advisable. Other audits may be ordered from time to time by the Board of Directors upon written request of a majority of Active members.

ARTICLE XXI OPERATING POLICIES AND PROCEDURES

- Section 1. The Operating Policies and Procedures and any other regulations deemed necessary by the members of the Association shall be adopted and have the same force and effect as if a part of these By-Laws, and shall be in accordance with Federal Aviation Regulations.

ARTICLE XXII AMENDMENTS

- Section 1. Amendments, additions, or changes to the By-Laws or to the Articles of Incorporation require a seventy-five percent (75%) vote of the combined Active and Inactive members.
- Section 2. In the event that the proposed amendment, addition, or change is approved, it shall be effective immediately unless otherwise specifically stated.

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Section 3. The current By-Laws shall be made available to all members of the Association.

Section 4. Any amendment, addition, or change to the By-Laws shall be attached hereto.

ARTICLE XXIII CLUB AFFILIATIONS

Section 1. The Association shall become affiliated with reputable local, regional, or national Soaring Societies at the discretion of the Board of Directors.

ARTICLE XXIV ASSOCIATION SYMBOL

Section 1. The Association may have an appropriate symbol that will best represent itself in accordance with the ideals and purpose set forth in the By-Laws.

ARTICLE XXV DISSOLUTION

Section 1. Upon dissolution of the Association, three (3) members shall be voted by the combined Active and Inactive membership as trustees to handle the liquidation of assets thereof, as soon as practicable, and pay all existing debts and liabilities in proportion to the final available capital including any money rightfully due to the members as refunds in accordance with the regulations of the Association. Any surplus shall be distributed among the remaining Active and Inactive members in proportion to their respective shares.