

---

## CLUB BYLAWS

The following are the Bylaws of the West Valley Flying Club, Inc., a California non-profit corporation. Changes or additions to these Bylaws may be announced from time to time by the Board of Directors and published in the Club Newsletter. The Club expects each member to be familiar with, and abide by, all Club Bylaws.

### **Article I - NAME:**

The name of this Club shall be the WEST VALLEY FLYING CLUB, INC.; also herein referred to as "WVFC" or "the Club".

### **Article II - PRINCIPAL OFFICE:**

The principal office of the Club is fixed and located at:

1901 Embarcadero Road, Suite 100  
Palo Alto, California  
94303  
County of Santa Clara

The location of the principal office may be changed from time to time. Any change shall be noted by the Secretary, but shall not be considered an amendment of these Bylaws.

### **Article III - PURPOSE AND ACTIVITIES OF THE CLUB:**

The purpose of the Club is to promote safe, enjoyable flying and aviation-related activities, to provide a diverse fleet of well-maintained aircraft, and to facilitate high-quality flight instruction for its members, all at a reasonable cost, supported by excellent service. All activities of the Club shall be authorized by the Board of Directors and be consistent with its Articles of Incorporation and these Bylaws.

### **Article IV - MEMBERSHIP, RIGHTS AND PRIVILEGES OF MEMBERS:**

Admission to membership shall be approved by the Board of Directors. The Board may delegate approval authority to the General Manager. New members will be subject to a three-month probationary membership period. The probationary membership may be terminated by the General Manager or the board at any time within the probationary period, without the notice and hearing procedures set forth in Article VIII. If no action is taken, the membership automatically converts to the appropriate membership type at the end of the membership period. The General Manager has the option to perform background checks on members.

Each member shall have rights, obligations and interests consistent with their membership status in the Club. When a member's association with the Club terminates, his/her interest will revert to the Club.

Scheduling the use of Club aircraft, flying Club aircraft and instructing in Club aircraft, are privileges, and not rights of Club membership, ("scheduling privileges," "flying privileges," and "WVFC flight instructor privileges" respectively), and are subject to terms and conditions as described in the Member Regulations, WVFC Flight Instructor Handbook and WVFC Flight Instructor Agreement. The General Manager or his/her designee, subject to review by the Board of Directors, may suspend a member's scheduling, flying or WVFC flight instructor privileges for any and all Club aircraft without prior notice as needed to ensure compliance with Club insurance, regulatory or safety requirements, and WVFC rules, regulations, and policies.

The following types of memberships are designated:

A. Regular - to include full rights of membership including voting rights and the ability to use club aircraft consistent with the Member Regulations and club flight standards and practices as designated by the Chief Pilot, and any amendments as are made from time to time.

B. Family - to include full rights of Regular membership at a discounted rate for immediate family members of a Regular member.

C. Associate - to include voting rights but excluding the ability to use club aircraft.

D. Inactive - excluding voting rights and the ability to use club aircraft. WVFC retains the inactive member's security deposit, and the membership may be reactivated for a period of up to one year without paying a new application fee. After a period of one year, the member must either reactivate or terminate the membership.

---

Inactive status is no longer offered. Only members with inactive status as of April 1, 2010 may maintain this status. Once a member on inactive status returns to active status or resigns the club, they may not return to inactive status.

**Article V - FEES AND ASSESSMENTS:**

Initiation and membership fees shall be set and changed by the Board of Directors. However, the General Manager shall have the authority to offer temporary promotional admission fees for a period not to exceed three (3) months without Board approval.

All general assessments on the membership must be proposed by the Board of Directors for consideration and decision by the members of the Club. Before an assessment is imposed on all members, a two-thirds vote of the members present at a meeting of members at which a quorum is present must be obtained. Notice of such an assessment meeting shall be given to all members at least two weeks in advance of such meeting.

**Article VI - OBLIGATIONS OF CLUB MEMBERS AND BOARD MEMBERS:**

Each member of the Club shall be completely responsible for the aircraft in his/her possession or custody. In addition, he or she must exercise reasonable care and diligence in the operation of such aircraft in his/her possession. Each member shall operate all aircraft in compliance with Federal Aviation Regulations.

The Board of Directors, or their designee, shall adopt a set of Membership Regulations to cover the terms and conditions of membership in the Club and in operating Club aircraft. Such rules may be amended from time to time by the Board or their designee. Any new or amended regulation will be made available and announced to the membership using best reasonable effort before taking affect.

**ARTICLE VII: MAINTENANCE AND INSURANCE**

The Club is responsible for ensuring that all aircraft available for use by club members are properly maintained, complying with all applicable Federal, State and County laws and regulations.

The Club shall obtain hull and liability insurance for the protection of the Club and of its Members. The Club shall determine the amount and type of coverage of such insurance policy. However, each Club member shall be responsible for any and all damages caused by or to the aircraft under his/her possession or custody not covered by the insurance policy.

**Article VIII – TERMINATION AND REINSTATEMENT OF MEMBERSHIP:**

A Member of the Club may resign by providing the Club with a signed termination letter. Membership shall also terminate upon death, or upon expulsion by the Board of Directors as described in the following paragraph.

Any membership in the Club may be terminated by the majority vote of the Board of Directors when the Board determines that such action is in the best interest of the Club or public safety. Prior to any termination of membership, the member shall receive at least 15 days prior notice of the termination, and the reasons therefore, and shall be provided with an opportunity to be heard by one or more members of the Board, orally or in writing, no less than five (5) days before the effective date of the termination. Notice of termination shall be given in person, by telephone, or by first class or registered mail sent to the member's last known address on record.

Members who leave WVFC in good standing may reapply for membership at any time. Members may seek reinstatement following an involuntary termination of membership after a one (1) year absence from the Club. An involuntarily terminated person seeking reinstatement must provide a written request with justification to the Board of Directors and the General Manager for reconsideration. Reinstatement will be at the sole discretion of the Board. A request for reinstatement of membership shall be granted or denied within a reasonable period of time by the Board subject to existing membership regulations. Reinstated members must remain in good standing for at least two (2) years prior to seeking election to the Board of Directors. Membership reinstatement does not restore scheduling, flying or flight instructor privileges.

Club privileges are governed as outlined in Article IV above. "Scheduling privileges", "flying privileges," and "WVFC flight instructor privileges" may be suspended as provided in Article IV without causing the termination of a member's membership interest and without the notice and hearing procedures described above.

Notwithstanding any termination, all sums due to the Club from a member shall remain a debt in favor of the Club and shall be enforceable against the member or the member's estate. Moreover, all sums due and payable will continue to accrue late penalties and finance charges according to current club policies.



---

**Article IX - RIGHTS ON DISSOLUTION:**

Upon dissolution of the corporation, no part of the net income or the assets of the Club shall inure to the benefit of any director, officer or member thereof or to the benefit of any private individual but they shall be donated to an organization as described in the Articles of Incorporation.

**Article X - MEETINGS:**

Meetings of the members may be called and held as directed by the Board of Directors or by petition by at least 10% of the active Club membership. There shall be at least one annual meeting of the members each calendar year. The Board may elect to designate a regularly scheduled Board meeting as the annual meeting of the members. Such designation will be publicized to the membership at least one month prior to the date of the annual meeting.

The presence of 5% of the active Club membership shall constitute a quorum for the transaction of business at any member meeting. Pursuant to Section 5512 of the Corporations Code ("Code"), where a bylaw authorizes the Club to conduct a meeting with a quorum of less than one-third of the voting power, then the only matters that may be voted upon at any regular meeting actually attended, in person or by proxy, by less than one-third of the voting power are matters notice of the general nature of which was given, pursuant to the first sentence of subdivision (a) of Section 5511 of the Code. The Board will designate an individual to preside at all annual meetings and special meetings of the membership.

**ARTICLE XI: COMPOSITION OF THE BOARD OF DIRECTORS**

The authorized number of directors of the Club shall be seven (7) unless changed by amendment of the Articles of Incorporation or by an amendment of these Bylaws. One Board seat is designated ex officio for the General Manager.

Each director shall remain actively involved with the club, through flight activity, volunteer opportunities or other means.

All elected directors shall hold office for a term of two (2) years. Three (3) directors shall be elected in each even numbered year and three (3) directors elected in each odd numbered year.

Of the three (3) seats elected in each even numbered year, one (1) shall be reserved for a WVFC aircraft owner. If no WVFC aircraft owner should run for election, this seat shall revert to an at-large seat. Owners of WVFC aircraft may not run for at-large seats on the board.

Of the three (3) seats elected in each odd numbered year, one (1) shall be reserved for a WVFC flight instructor. If no WVFC flight instructor should run for election, this seat shall revert to an at-large seat. WVFC CFIs may not run for at-large seats on the board.

Members who are simultaneously a WVFC aircraft owner and a WVFC CFI may not hold a seat on the board, as this would lead to having more than one seat held by a members in one of those classes.

If the status of a director should change during his/her tenure (e.g. becomes a WVFC aircraft owner or WVFC CFI), the director shall serve out his/her remaining term without restriction, the stated limits on composition of the board notwithstanding. At the end of that term, eligibility to run for reelection shall be determined in accordance with the stated limitations on composition of the board.

Annual election of directors shall be held no later than June with elected directors taking office July 1st.

A director may only be removed from office as provided by law in Sections 7221 and 7222 of The Code.

Should a vacancy be created on the Board of Directors, the remaining directors shall have the option of filling the seat, either by appointment or election, or leaving it open for the remainder of term. In either case, this shall be determined by a majority vote of the remaining directors.

Pursuant to Section 5227 of the Code, not more than 49 percent of the persons serving on the Board may be interested persons defined as either any person currently being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

**Article XII - ELECTION OF DIRECTORS:**

Any active member in good standing is eligible to run for a seat on the Board of Directors, subject to the limitations in Article XI. Club employees, contractors or consultants paid by the Club may not hold Board seats. In recognition of their service, Board members shall have their member dues and facility use fees waived.

Election to the Board of Directors shall be by paper or other means such as electronic ballot, provided that these ballots are accessible to the total membership. Voting will be by secret ballot. Board elections must be publicized by electronic, paper, and/or other means at least one month prior to the scheduled election date. The candidates receiving the largest number of votes shall be elected to the vacant position in the class for which they are running.

Should an equal number of votes be cast for two members running for the same class of seat, run off elections shall be held until the tie is broken. The first run off election shall be held within two weeks of the first election.

The Board members not seeking re-election shall be responsible for counting and maintaining the integrity of the election process. Reasonable efforts shall be made to allow other members to witness the ballot counting process. Cast ballots or data files shall be securely maintained for twelve (12) months after the election at the principal office. Cumulative voting is permitted pursuant to Section 5616 of the Code in connection with the election of directors.

#### **ARTICLE XIII: DIRECTORS MEETINGS**

Meetings of the Board of Directors shall be held no less than once each calendar quarter at such place and hour as may be decided by the Board or their designee. The Board shall keep and publish a twelve (12) month rolling calendar accessible to the membership. Reasonable efforts will be made to give Members at least two weeks' notice of changes to a scheduled meeting date.

Special meetings of the Board of Directors shall be held whenever needed at the request of any director, and on 72-hour notice. A majority of the directors shall constitute a quorum for the transaction of business. These meetings need not be published nor are they open to the membership unless a majority of the Board votes to open the meeting to membership attendance. Resolutions passed at Special meetings will be recorded into the minutes of the next regular board meeting.

#### **ARTICLE XIV: POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall have the power to establish rules and regulations for conducting the affairs of the club or to revoke, modify or change such rules and regulations. All such rules and regulations must be consistent with Federal, State and County laws, and with the Articles of Incorporation of the Club. All policies, rules or regulations shall be in writing and maintained in an operations manual that is viewable at the principal office by all members in good standing with 24 hours notice during regular business hours or published via paper or electronic means.

Subject to the limitations of the Articles of Incorporation and the General Nonprofit Corporation Law of the State of California on action to be authorized or approved by the members, all corporate power shall be exercised by or under the authority of, and the business affairs of the Club shall be controlled by, the Board of Directors. These powers shall include but not be limited to the following:

- To appoint and remove all officers, agents, and the General Manager of the Club and to prescribe powers and duties for officers, agents, and the General Manager. Such actions shall be consistent with all laws and the Articles of Incorporation of the Club.
- To conduct, manage, and control the affairs of the Club, and to make such rules and regulations consistent with all laws and with the Articles of Incorporation and these Bylaws.
- To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem necessary, provided the seal shall at all times comply with the provisions of the law.
- To borrow money and incur indebtedness for the purposes of the Club and, for that purpose, to cause to be executed and delivered in the Club's name promissory notes, bonds, debentures, deed of trust, mortgages, pledges and hypothecations, or other evidences of debt, and securities for them.
- To manage in the manner they deem best all funds and property, real and personal, received, acquired or earned by the Club, and to distribute or dispense them.

- To make and publish club rules and regulations not inconsistent with these Bylaws, to govern the operation and use of Club owned or third party property operated by the Club, and regarding the conduct of members and guests while on or in Club property.

#### **ARTICLE XV: ELECTION OF CLUB OFFICERS**

The Officers of the Club shall be a Chairman, a Secretary and a Treasurer. The Club may also have such other Officers as may be appointed by the Board of Directors. A Director may hold two or more offices.

Board Members holding the seats designated for the CFI or Aircraft Owner may not be elected as an Officer, except for the office of Secretary.

The Chairman, Secretary and Treasurer shall be members of the Board of Directors, and shall be elected annually at the first meeting after each election by a majority vote of the Board of Directors.

Any Officer may resign, or may be removed with or without cause, by a majority of the Board of Directors at any time. Vacancies caused by death, resignation, or removal of any Officer may be filled by appointment by the Board of Directors.

#### **ARTICLE XVI: DUTIES OF OFFICERS AND THE GENERAL MANAGER**

The Chairman or his/her designee shall preside at all meetings of the Board. His/her duties includes calling Board meetings to order at the appointed time, presiding at all Board meetings, announcing the business before the Board in its proper order, stating and putting all questions properly brought before the Board, preserving order and decorum, and deciding all questions of order.

The Secretary shall ensure that minutes of all meetings of the Board of Directors are kept at the principal place of business. He/she shall also confirm that the Club maintains a membership roster showing the name and address and a unique membership number of each member. He/she shall review all official correspondence of the Club as required and shall perform such other duties as may be designated by the Board of Directors.

The Treasurer shall have general charge of the financial records and accounts of the Club. He/she shall cause and confirm to be kept such correct books of account showing the receipts and disbursements of the Club and an account of its cash and other assets. It shall be the responsibility of the Treasurer to issue, or to cause to be issued to each member of the club a monthly statement of dues and other indebtedness owed by him/her in accordance with these Bylaws. The Treasurer shall cause and confirm the deposit of all money of the club with such depositories as are designated by the Board of Directors, and shall cause and confirm the disbursement of funds of the club as may be ordered by the Board of Directors. He/she shall cause and confirm the rendering to the Board of Directors on request statements of the financial condition of the club, provided that statements shall be rendered at least annually.

The General Manager shall be appointed by and subject to the control of the Board of Directors and may be removed with or without cause by the Board of Directors. He/she shall have general supervision, direction and control of the day-to-day affairs of the Club. The General Manager shall nominate all standing committees in accordance with these Bylaws, subject to the approval of the Board of Directors, and shall be an ex officio member of all committees. The General Manager shall poll the WVFC Membership at least one month prior to the annual member meeting to determine whether WVFC is meeting the goals stated in the articles of incorporation. The General Manager may not have full or partial ownership of any aircraft available for rental in the club.

#### **ARTICLE XVII: COMMITTEES**

The Board of Directors may, from time to time, appoint such Board committees that in their judgment shall be necessary for conducting the business of the Club.

#### **ARTICLE XVIII: DELEGATION OF AUTHORITY**

The Board of Directors may authorize any Director, the General Manager or agent to enter into any contract or execute any instrument in the name of and on behalf of the Club, and his/her authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no Officer, agent, or other person shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.



Effective April 22, 2010

---

#### **ARTICLE XIX: AMENDMENT OF BYLAWS AND MISCELLANEOUS**

These Bylaws may be amended by the written consent of a majority of members, or the vote of a majority of a quorum of the members at a meeting called for that purpose. In addition, these Bylaws may be amended at any time by the Board of Directors.

Any amendment to the Bylaws adopted by the Board of Directors shall be binding on the members unless and until rejected by the members at any meeting called for that purpose.

The Club shall keep in its principal office the original copy of these Bylaws and the Membership Regulations as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during office hours.

A copy of the Bylaws and of the current Membership Regulations shall be available to all members.

#### **ARTICLE XX: RESOLUTION OF DISPUTES**

In the event of any dispute or claim by a member in regard to WVFC or in connection with the member's membership interest or the expulsion, suspension or termination of a membership interest, all such disputes or claims shall be fully and finally resolved by binding arbitration unless otherwise required by law. The arbitration will be held in Santa Clara County, California, under the Arbitration Rules set forth in California Code of Civil Procedure Section 1280, et seq., including section 1283.05, (the "Rules") and pursuant to California law. WVFC reserves and retains the right to pursue any and all legal recourse available to obtain payment of debts owed, including any disputed amounts.

© 2004. West Valley Flying Club. All Rights Reserved.  
Revised 5/24/2004

---

**WWW.WVFC.ORG**

Palo Alto Airport (650) 856-2030  
San Carlos Airport (650) 595-5912  
Hayward Airport (510) 781-0101

1901 Embarcadero Rd #100 Palo Alto, CA 94303  
620 Airport Dr San Carlos, CA 94070  
21015 Skywest Drive Hayward, CA 94541