

Nanaimo Flying Club Bylaws

Amended November 21, 2021

ARTICLE 1 – NAME

SECTION 1:1

The name of this Corporation, as provided by the Club Charter, shall be “Nanaimo Flying Club”.

ARTICLE 2 – PURPOSE

SECTION 2:1

The purpose of this Corporation (hereinafter called the “Club”) shall be to advance and promote flying and to engage in such other activities and ventures, for the benefit of the Club and its members, as is permitted by the Club Charter.

ARTICLE 3 – MEMBERSHIP

SECTION 3:1

The Board of Directors will, from time to time, appoint a Director or Officer of the Club to act as Membership Director to oversee the applications of prospective new and reapplying members to the Club, and the annual renewal of existing Club memberships.

SECTION 3:2

All applications for membership in the Club shall be forwarded to the Membership Director for review of completeness and preparation of membership packages. The membership fee and the appropriate dues should be submitted with application for membership.

SECTION 3:3

The Membership Director will present each application to the Board of Directors who will make recommendations to the Club membership. Acceptance shall be by a majority vote of the Club membership at a regular general meeting and acceptance shall be subject to receipt of payment.

SECTION 3:4

Every new member will be directed to an electronic copy of the Club Bylaws.

SECTION 3:5

Membership in the Club is not transferable and shall cease to exist upon the death of a member, or when a member shall cease to be a member by resignation or otherwise in accordance with the Bylaws in effect at the time.

SECTION 3:6

All charges to a member’s account are due and payable by the 1st day of the following month. Annual dues are due on January 31st of each year.

SECTION 3:7

Members with accounts for any fee payable to the Club in arrears for thirty (30) days or more shall lose all privileges in the Club until such time as the account is paid in full, and considered not in good standing until the outstanding amount is paid.

SECTION 3:8

A leave of absence may be granted by the Board of Directors for a period of ~~one (1)~~ up to two (2) years. Applications for a leave of absence must be made in writing ~~and~~ with the reason a leave of absence is requested stated. A member who resumes paying dues before the end of their leave of absence will not be required to reapply to for Club membership, or pay a further initiation fee. If a member has not resumed paying dues by the end of their leave of absence they will cease to be a Club member as if they had resigned.

SECTION 3:9

A member may resign by submitting written notification to the Club secretary. A member will be deemed to have resigned if they are not on an approved leave of absence and have not paid annual dues within sixty (60) days of their coming due.

SECTION 3:10

Former members seeking readmission to the Club shall apply in the same manner as new prospective members. Any outstanding account of a former member must be paid in full prior to the former member being considered for readmission by the membership of the Club. When voting to readmit a former member, the membership of the Club will have discretion to waive the payment of a further initiation fee on a case-by-case basis.

SECTION 3:11

The following conditions of membership shall apply, as set forth in the Club Charter:

A – Sustaining Members

Sustaining Members shall be persons admitted as such by the membership of the Club, who have paid the entrance fee fixed by the Board of Directors, which shall not be less than the sum of \$25.00 (Twenty Five dollars), and who pay such annual fees as may be fixed, from time to time, by the Board of Directors. Each Sustaining Member shall be entitled to one (1) vote at each meeting of the Corporation.

B – Life Members

Life members shall be persons admitted as such by the membership of the Club, who have paid the entrance fee fixed by the Board, which shall not be less than the sum of \$100.00 (One Hundred dollars) and an annual fee as specified in the Club fee schedule. Each life member shall be entitled to one (1) vote at each meeting of the Corporation.

C – Honorary Life Members

Honorary Life Members shall be persons admitted as such by the membership of the Club provided, however, that the number thereof, at any time, shall not exceed four (4). Each Honorary Life Member shall be entitled to one (1) vote at each meeting of the Corporation.

D – Flying Members

Flying Members shall be persons admitted as such by the membership of the Club for the purpose of receiving instructional training and who have paid such annual and other fees as may be fixed, from time to time, by the Board of Directors, but who shall not be entitled to be present or to vote at any meeting of the members. Flying Member applications will also be considered for the purpose of promoting flying and aviation in general.

SECTION 3:12

All members are encouraged and expected to attend at least (2) General membership meetings per calendar year.

ARTICLE 4 – OFFICERS

SECTION 4:1

Members in good standing shall elect, by secret ballot, four (4) officers to the Club Executive at the Annual General meeting.

SECTION 4:2

Officers of this Club shall be: President, Vice-President, Secretary, and Treasurer.

SECTION 4:3

Officers elected shall hold office for a term of one (1) year effective January 1st.

SECTION 4:4

Any Officer unable to complete his or her term of office shall be replaced by a new Officer approved by the majority of members in good standing at a general meeting. The term of office of such elected Officer shall be only for the remaining term of the departed Officer.

ARTICLE 5 – DIRECTORS

SECTION 5:1

Members in good standing shall elect three (3) Directors on even years and three (3) Directors on odd years to the Board of Directors at the Annual General meeting.

SECTION 5:2

The Board of Directors shall consist of the six (6) Directors and the four (4) Officers.

SECTION 5:3

All Directors shall hold office for a term of two (2) years.

SECTION 5:4

Any Director unable to complete his or her term of office shall be replaced by a new Director approved by the majority of members in good standing at a general meeting. The term of office of such elected Director shall be only for the remaining term of the departed Director.

SECTION 5:5

No more than one (1) person engaged in any type of aviation related business, including planning and administration, shall be permitted to be a Director, Treasurer, or Secretary of the Club at any time.

SECTION 5:6

The Board of Directors shall be governed and conduct all business in accordance with the Club Bylaws and such conduct shall not violate the Club Charter or the rights of the Club membership to participate in, and direct decisions. The Board of Directors shall manage routine business and property between General meetings.

SECTION 5:7

The Board of Directors shall present a proposed Annual Club Operating Budget to the membership no later than one month prior to the election of new Officers and Directors.

SECTION 5:8

All expenditures of funds for supplies and services shall be approved by the Board of Directors. Any capital expenditure greater than \$10,000.00 which has not been previously approved as part of the Annual Operating Budget will be subject to prior approval by the majority of Club members present at a general meeting. Routine purchases and expenditures, such as the purchase of fuel for resale, or payment of utilities, taxes and insurance premiums, etc., or any emergency expenditure required immediately to preserve or protect the property of the Club do not require approval of the Club membership even if they exceed \$10,000.00.

SECTION 5:9

The Board of Directors shall present the actual Annual Operating Budget to the membership for approval no later than one (1) month following elections.

ARTICLE 5A – EDITOR

SECTION 5A:1

The Board of Directors may, from time to time, appoint an Editor for the club newsletter from among the membership of the Club or the Board of Directors.

SECTION 5A:2

The Editor shall hold position for a term of one (1) year.

SECTION 5A:3

The Editor has authorization to attend all or any Director's or Committee meetings.

SECTION 5A:4

The Editor shall be entitled to attend all club meetings.

ARTICLE 5B – WEBMASTER

SECTION 5B:1

The Board of Directors will, from time to time, appoint a Webmaster to be responsible for the Club website from among the membership of the Club or the Board of Directors.

SECTION 5B:2

The Webmaster shall hold position for a term of one (1) year.

SECTION 5B:4

The Webmaster has authorization to attend all or any Director's or Committee meetings.

SECTION 5B:5

The Webmaster shall be entitled to attend all club meetings.

ARTICLE 6 – ELECTIONS

SECTION 6:1

Each Club member in good standing shall be entitled to one (1) vote.

SECTION 6:2

Nominations for Club Officers, and Directors shall be called during the regular Club Membership meeting preceding the Annual General meeting.

SECTION 6:3

Nominations for President shall close immediately prior to voting for President.

SECTION 6:4

Nominations for Vice-President, Secretary and Treasurer shall close immediately prior to voting for these positions.

SECTION 6:5

Nominations for Director shall close immediately prior to voting for these positions.

ARTICLE 7 – MEETINGS

SECTION 7:1

General Club membership meetings shall be held once (1) every month.

SECTION 7:2

Directors meetings shall be held once (1) every month.

SECTION 7:3

Notice of meetings shall be distributed electronically to the membership of the Club at least ten (10) days in advance of each meeting.

SECTION 7:4

Any Club business may be transacted by a quorum of members, except as otherwise stipulated

by the Club Charter dealing with borrowing money, issuing debentures and mortgaging Club properties, etc.

SECTION 7:5

Club, Directors and Committee meetings shall be held at the Club clubhouse, unless unusual circumstances dictate otherwise. In the event a meeting is not held at the Clubhouse, all members concerned shall agree to the time and place of such meeting.

SECTION 7:6

Special General Meetings may be called by the President to deal with matters of urgency. The Club membership must be advised of any special meeting, including the time, place and reason of such meeting.

SECTION 7:7

The November General Meeting of the Club shall be designated as the Annual General Meeting.

SECTION 7:8

Special Rule of Order Limiting Debate: Members are limited to two speaking periods of a maximum of three (3) minutes each for any item of discussion. This limit can be extended by a "motion to extend the limit of debate". This motion must be seconded and requires a two-thirds vote.

ARTICLE 8 – QUORUM

SECTION 8:1

Twelve members in good standing shall constitute a quorum for a membership meeting.

SECTION 8:2

A majority of Director's and or Officers in good standing shall constitute a quorum for a Board of Director's meeting.

ARTICLE 9 – AMENDMENTS TO BYLAWS

SECTION 9:1

Bylaws of this Club may be adopted, amended and repealed by a two-thirds majority vote of members in good standing at any General meeting of the Club subject to all provisions of Section 9.

SECTION 9:2

All members of the Club shall be sent or be given a copy of the proposed Bylaw changes and a notice of the time and date of the meeting at which the voting will take place at least thirty (30) days in advance of voting on such amendments.

SECTION 9:3

Additions, deletions and changes to Club Bylaws shall be made available to Club members at the first General meeting following acceptance of such amendments.

SECTION 9:4

A petition to defeat any proposed Bylaw change may, by any means, be submitted to the Secretary in writing. All “petitions to defeat” will be read to the membership by the Secretary immediately prior to the voting taking place.

SECTION 9:5

All changes to Club Bylaws must be made in accordance with Club Charter.

ARTICLE 10 – FEES

SECTION 10:1

A schedule of fees will be prepared for presentation to the membership with the annual budget no later than one (1) month following elections.

SECTION 10:2

The schedule will establish fees for the following categories:

- SUSTAINING MEMBERSHIP
- SUSTAINING MEMBERSHIP – (SPOUSE)
- MEMBERSHIP DUES
- MEMBERS OUTSIDE PARKING
- NON-MEMBER OUTSIDE PARKING
- MEMBERS INSIDE PARKING
- LOCKER RENTAL
- CLUB PRODUCTS NSF CHEQUE CHARGE
- KEY LOCK DEPOSIT
- AIRCRAFT HYDRO RATE
- AIRCRAFT INSURANCE MINIMUM DELINQUENCY FEE
- CLUB RENTAL FEES

Categories may be added or deleted from time to time as required.

SECTION 10:2A

For the benefit of other Club members, aircraft parked on Club property must always carry a minimum of Five Hundred Thousand dollars (\$500,000.00) Third Party Liability insurance coverage. Where discrepancy exists, the minimum amount stated in the yearly fee schedule shall prevail.

SECTION 10:3

Dues for new members shall be prorated from the annual fee and calculated based on the months remaining in the year at the time of acceptance into the Club.

SECTION 10:4

The spouse of a Sustaining Member may become a full member of the Club for an entrance fee of not less than Twenty-Five dollars (\$25.00) in addition to the annual fee as may be fixed, from time to time, by the Board of Directors.

SECTION 10:5

Life Membership shall be ten (10) times the amount of the prevailing membership fee. Such membership shall require a recommendation by the Board of Directors and acceptance by a majority vote of members in good standing at a General meeting of the Club.

SECTION 10:6

Key deposits shall be refundable upon demand by return of the key(s).

SECTION 10:7

Dues, parking fees, and locker rental or any part thereof shall not be refunded to members leaving the Club for any reasons.

SECTION 10:8

All charges shall be as per the fee schedule set by the Club and published in the Clubhouse and any other place as directed by the Club membership. Rental of Club facility will be a minimum of fifty dollars (\$50.00) or exchange of services to the equivalent amount per day per event or the equivalent of services rendered as approved by the membership.

ARTICLE 10A – AIRCRAFT RENTAL

SECTION 10A:1

The Club may own and maintain aircraft for rental by club members (the “Rental Aircraft”).

SECTION 10A:2

The Board of Directors will, so long as the Club owns Rental Aircraft, appoint a Rental Director from among the Board of Directors to oversee the Rental Aircraft.

SECTION 10A:3

So long as the Club owns Rental Aircraft, the Board of Directors will adopt, and from time to time amend, rules, regulations, requirements and fees for the use of the Rental Aircraft.

SECTION 10A:4

The Webmaster will establish and maintain an online booking and reservation system for the Rental Aircraft.

SECTION 10A:5

At each general meeting of the Club, the Rental Director will present a financial report on the Rental Aircraft.

SECTION 10A:6

So long as the Club owns Rental Aircraft, the Club will purchase and maintain liability and other insurance for the Rental Aircraft in such types and amounts as the Board of Directors determine, from time to time, are appropriate.

ARTICLE 10B – AIRCRAFT PARKING

SECTION 10B:1

The Board of Directors will appoint a Parking Director from among the Board of Directors to oversee parking of aircraft on Club property.

SECTION 10B:2

The Board of Directors will adopt, and from time to time amend, rules, regulations, requirements, and fees for the parking of aircraft on Club property.

SECTION 10B:3

All aircraft parked on Club property must have the higher of the required minimum Third Party Liability Insurance coverage, or the amount set from time to time by the Board of Directors. Proof of coverage must be provided upon or the aircraft will be subject to removal from Club property.

SECTION 10B:4

Other than for transient or visiting aircraft, all owners in an aircraft which is parked on Club property must be members of the Club and in good standing.

SECTION 10B:5

The owner(s) of all aircraft parked on Club property are required to sign a parking agreement. Non-compliance will result in the removal of the aircraft from Club property.

SECTION 10B:6

The Parking Director will maintain a waitlist for non-transient indoor and outdoor aircraft parking on Club property. The Board of Directors will adopt, and from time to time amend, rules, regulations, requirements, fees, and deposits related to the parking waitlist.

ARTICLE 10C – AIRCRAFT FUEL

SECTION 10C:1

The Club may own and maintain equipment for the storage and sale of fuel, and may make such fuel available for sale to club members and the public.

SECTION 10C:2

The Board of Directors will, so long as the Club makes fuel available for sale, appoint a Fuel Director from among the Board of Directors to oversee the purchase, storage, and sale of fuel by the Club.

SECTION 10C:3

The Fuel Director will from time to time set the member and non-member price of fuel sold by the Club.

SECTION 10C:4

So long as the Club makes fuel available for purchase, fuel will be made available to Club Members for RECREATIONAL FLYING at a reduced rate. The Board of Directors will have discretion to make fuel available at a reduced rate to other individuals, organizations and entities, or for other purposes, where they believe that it is in the best interests of the Club, or furthers the objectives of the Club, to do so.

SECTION 10C:5

So long as the Club stores or sells fuel, the Club will purchase and maintain liability and other insurance for the storage and sale of fuel in such types and amounts as the Board of Directors determine, from time to time, are appropriate.

ARTICLE 11 – GENERAL

SECTION 11:1

Any members disputing decisions of the Board of Directors shall have the right to have their case reviewed by the membership at a General membership meeting.

SECTION 11:2

It is the responsibility of each member to provide the Club with current relevant information for the purposes of account billing, entitlement to fuel discounts and general communication. As applicable, any/all changes must be communicated directly to the Treasurer and Secretary.

ARTICLE 12 – AUDITOR

SECTION 12:1

Prior to the Annual General Meeting, the Board of Directors will Nominate a qualified professional to audit the Club accounts and financial statements (the “Auditor”).

SECTION 12:2

The Auditor must audit Club accounts and report to members at the following January Club meeting, or as soon thereafter as is reasonably possible, as to whether financial statements are fairly presented in accordance with generally accepted accounting practices.

SECTION 12:3

A waiver of audit is not permitted as per the Canada Corporations Act.

SECTION 12:4

The Auditor must not be a Director, or Officer of the Club, unless all Club members have consented. If the nominated Auditor is a Club member, the appointment of that person as Auditor will be subject to approval by a majority the members present at the Annual General Meeting.

SECTION 12:5

The fiscal year shall be January 1st to December 31st of each calendar year.

ARTICLE 13 – EMERGENCY CIRCUMSTANCES

SECTION 13:1

The Sections within this Article will apply in the event of a public health emergency, or state of emergency declared by a relevant body, or the occurrence or existence of such other circumstances or events where the Board of Directors believe the normal operation of the Club may threaten the health, safety, or wellbeing of members of the Club or the public, or would pose a significant risk of damage or loss to Club property (the “Emergency Circumstances”).

SECTION 13:2

Notwithstanding any other section of these Bylaws, or the Club Charter, while the Emergency Circumstances exist the Board of Directors are empowered to enact any directive, mandate, requirement, or restriction implemented by the Vancouver Island Health Authority, Transport Canada, the Nanaimo Airport Commission, the Nanaimo Regional District, the Government of British Columbia, the Government of Canada, or similar relevant body.

SECTION 13:3

While the Emergency Circumstances exist, and the Board of Directors believe it is necessary or beneficial to do so, the Board of Directors may modify, or suspend:

- the monthly general meetings of the Club;
- the rental of Club facilities;
- the operation of the Rental Aircraft;
- the sale of fuel; or
- the use of Club facilities by the Club members or the public.

SECTION 13.4

While the Emergency Circumstances exist the Board of Directors will hold Directors meetings on a as needed basis, and conducted meetings by whatever means that are appropriate under the circumstances. Minutes of such meetings will be posted to the website.

SECTION 13.5

While the monthly general meetings of the Club are suspended, the Board will give notice of any matter which would require the approval of the membership under these Bylaws or the Club Charter to the membership by email. If within 1 week of such notice being given if less than 15% of the members of the Club in good standing advise the Board of Directors of their opposition to the proposed decision of the Board of Directors, the membership of the Club will be deemed to have approved the decision. If 15% or more of the members in good standing oppose the decision, the Board of Directors will arrange for an electronic vote of the Club membership to take place on the proposed decision as soon as is practical.

SECTION 13.6

While the monthly general meetings of the Club are suspended, any decision or action of the Board of Directors will be reviewed on the request of 15% or more of the members in good standing, and the Board of Directors will arrange for an electronic vote of the Club membership to take place on the issue as soon as is practical.

SECTION 13:7

While the Emergency Circumstances exist the Board of Directors may delay the annual general meeting and the election of Directors and Officers by the shorter of 1 year or 2 months after the end of the Emergency Circumstances, or conduct the annual general meeting and election of Directors and Officers by electronic or other such means as are appropriate under the circumstances.