

**BYLAWS OF
CENTRAL MISSISSIPPI LIGHT FLYERS, INC.
As ammended on August 14, 2010**

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Article I. General

- A. **Description.** Central Mississippi Light Flyers, referred to hereinafter as CMLF, is a nonprofit organization incorporated in the state of Mississippi.
- B. **Location.** The official address and registered office of CMLF are identical with the mailing address of the Club President.
- C. **Affiliations:**
 - United States Ultralight Association (USUA) – CMLF is recognized within USUA’s club network as Flying Club No. 105.

Article II. Objectives

The purpose of CMLF is to facilitate and promote the sport of flying by:

- A. Providing a suitable site for flight operations in Central Mississippi and a forum for safety education, exchange of technical information, and other cooperative activities.
- B. Bringing the combined influence of a group to bear on the public policy issues affecting sport aviation in general with particular emphasis on ultralight flying, light sport aircraft (LSA), Soaring (SSA), and general aviation.
- C. Pursuing initiatives to integrate ultralight flying into the general aviation community.
- D. Supporting the work and objectives of the larger ultralight, LSA, and SSA movements on the national and international levels.

Article III. Membership

- A. **Eligibility.** Any person who supports the CMLF purpose of maintaining a safe flying environment among fellow aviation enthusiast, completes the prescribed application, and pays the annual dues is eligible for membership upon recommendation of the Board of Directors and approval of the members. CMLF members are also urged to support national aviation advocate organizations such as EAA and USUA through individual membership in these national organizations.
- B. **Class.** There are two classes of membership in CMLF. Members in either class shall be entitled to one vote.
 - **Full** members have flying privileges at Harrell Field.
 - **Associate** members do not have flying privileges at Harrell Field.

C. Procedure for becoming a member:

1. Prospective members must be sponsored by an active CMLF member (Mentor), who will discuss (and provide a copy) CMLF safety rules and bylaws.
2. Prospective members shall complete an application form and acknowledge that they understand CMLF safety rules and bylaws.
3. The Mentor will introduce the prospective member at the next regular CMLF meeting, and present the completed membership application form and applicable dues to the Board.
4. The prospective member will become an active member upon recommendation by the Board and an affirmative vote from the members present.

C. Dues are determined by the Board of Directors, subject to ratification by the membership. Payment of annual dues shall be made to the CMLF Treasurer by the second Saturday in June for the fiscal period of July 1st to June 30th in the following year.

- **New members** pay prorated dues for the remainder of the current fiscal year. Their dues payment and a complete membership application will be submitted to the Board by the Mentor (with the applicant present) at the next scheduled meeting of CMLF. Dues will be refunded to the applicant if membership is not approved by vote.

D. Disciplinary Action:

1. Members may be subject to discipline for violations of these bylaws or any rule of CMLF.
2. Any active member may report in good faith any alleged violation by another member.
3. The Board will decide what action, if any, CMLF will take to address the problem. The disciplinary actions the Board may institute include, but are not limited to, verbal warnings, written warnings, or, as set forth in section F, recommendations for terminations of membership. The Board, in its discretion, may also inform the membership of CMLF of the alleged violation and / or any discipline imposed.
4. The member or members affected by any decision of the Board pursuant to this section may request to appeal the decision to the general membership at the next regular CMLF meeting. If not appealed at the next regular meeting of CMLF, the decision of the Board shall be final and subject to no further appeal. If the decision of the Board is timely appealed to the general membership, the decision of the general membership shall be final.
5. The Secretary will maintain a written record of the nature of each incident brought before the Board, the discipline imposed, if any, and such other information pertaining to the incident as the Secretary may deem necessary or appropriate.

E. Grievances between members of CMLF:

1. In order to preserve harmony and comradery among members of CMLF, every member in CMLF agrees to follow these procedures to resolve any grievances that may arise with other members.
2. Each member will first address any grievance with the other member and make a resonable effort to amicably resolve any such grievance.
3. If members can not amicably resolve grievances among themselves, they agree to resolve such grievances within the club, by presenting such grievances only to the Board, following substantially the same procedures set forth in section E. Disciplinary Action. Members agree to be bound by any such determination ultimately reached by the Board, or, by the general membership of CMLF if appealed to it.
4. Members may be subject to discipline for failure to abide by this grievance resolution procedure. However, nothing in this section shall be construed to prevent any member from reporting any matters to a governmental agency which that member is required by law to report, and no member shall be subject to discipline based upon such reporting.
5. The forgoing provisions do not in any way abrogate a member's right to pursue any and all remedies provided by law.

F. Termination of membership in CMLF may be as follows:

- **Resignation.** A member may resign from CMLF at anytime by notifying the CMLF Secretary. Dues paid for the remaining membership year are not refundable.
- **Undesirable actions.** A member may be terminated for actions which are undesirable or jeopardize the credibility, standing, safety, or reputation of CMLF upon recommendation of the Board of Directors and ratification by three-fourths (3/4) of the vote of members present at a regular meeting.
- **Nonpayment of dues.** Membership in CMLF is terminated for nonpayment of dues or any missed workday assessments whenever such payment is sixty (60) days past due.

Article IV. Meetings

- A. **Annual.** The annual meeting of CMLF as a Corporate entity shall be held on the second Saturday of June at a time and place to be announced to the membership in writing. The annual meeting is for the purpose of receiving annual reports of CMLF Officers and committees, election of Officers and Directors and related business.
- B. **Regular.** Regular meetings are held on the second Saturday of each month during the year at a time and place announced in the newsletter.
- C. **Special.** Special meetings of the membership may be called by the President. The President shall notify the members of the time, place and general purpose of such special meetings.

- D. **Workdays.** Up to four (4) workdays in each fiscal year may be designated by the Board. Members unable to attend for any reason will pay \$50 to CMLF for each workday missed, or optionally may work compensatory time.
- E. **Quorum.** The presence of one-third (1/3) of CMLF membership is necessary to constitute a quorum at any meeting.
- F. **Vote.** Unless specified elsewhere in these Bylaws, a majority vote of the meeting is controlling.

Article V. Board of Directors

- A. **Number.** The powers, business and property of CMLF are exercised and conducted by a Board of Directors composed of five (5) members. Normal vacancies on the Board of Directors are filled by the membership through election at the annual meeting. Duly elected officers of the club are members of the Board of Directors and CMLF President acts as Chairman of the Board.
- B. **Meetings** of the Board are called at a time and place determined by the President. Upon petition by any two (2) Directors to the President, a meeting will also be scheduled.
- C. **Quorum.** Three (3) Directors shall constitute a quorum of the Board and the affirmative vote of at least three (3) Directors is necessary to pass any action.
- D. **Authority.** The Board of Directors has such authority as is specifically provided by these Bylaws or not prohibited by them.
- E. **Compensation.** All Directors serve in that capacity without compensation or tangible reward.
- F. **Ex-officio.** The owner / operator of any flying site used by CMLF as its base of operations shall be an ex-officio member of the Board.
- G. **Term** of office for Directors is one year. In the event of an unscheduled vacancy, the Board shall appoint a member to serve out the expired term. Directors are installed at the June meeting of CMLF.

Article VI. Officers

- A. **Number.** The five (5) elected CMLF officers include a President, Vice-President, Secretary, Treasurer, and Safety Officer, who serve terms of one (1) year. Installation of Officers is at the July meeting following their election in June. In the event of an unscheduled vacancy of an office,

the Board of Directors shall appoint a member of CMLF to serve until the next election.

- B. **President.** The chief executive officer of CMLF and Chairman of the Board is the President who presides at all meetings of the membership, appoints committees, signs and executes contracts in the name of CMLF as authorized by the membership and appoints and discharges agents and employees. The President has general supervision over the affairs of CMLF, including publication of a newsletter and authorization of expenditures not reserved to the Board of Directors or the membership. In case of absence or disability of the Treasurer, the President may execute checks for expenditures authorized by the Board of Directors.
- C. **Vice-President.** This officer assists the President with his and performs such other duties connected with operation of CMLF as the President or Directors request. In the absence, disability or other inability of the President to perform the duties of his office, the Vice-President shall be vested with all the prerogatives of the President.
- D. **Secretary.** This officer performs duties connected with the administration of CMLF business, subject to the direction of the President and the Board of Directors. Duties include taking and keeping of minutes of each meeting of the Board, keeping an appropriate membership book showing the names of each member of CMLF, the book of Bylaws and such other books, records and papers as may be required by the membership or by local, state or federal law. The secretary executes with the President, on behalf of CMLF, all contracts and instruments approved by the Directors and membership. This officer also insures that written notice is made to the members at least forty eight (48) hours in advance of any CMLF meeting and arranges for public announcements of meetings in area news media.
- E. **Treasurer.** This officer is responsible for administration of the financial affairs of CMLF and executes on behalf of CMLF payments and expenditures, as authorized in these bylaws. The Treasurer accounts for all receipt of funds and disbursements, the balance on hand and files the presented forms and financial statements that may be required by local, state and federal authorities. A summary of current expenses and receipts is prepared for presentation to the Board of Directors and to the members on a monthly basis. In coordination with the President, the Treasurer prepares the annual financial report of CMLF for presentation to the membership.
- H. **Safety Officer.** This officer has the authority to establish safety guidelines for flight operations based at Harrell Field. CMLF Safety rules, amended and approved by the members, are maintained by the Safety Officer and set forth CMLF policy and procedures.

- G. **Appointed Officers.** Contingent upon the level and nature of activity in CMLF, it may be necessary for the President to appoint members to carry out specific functions on a continuing basis. Such appointments must be approved by the Board of Directors and may include but are not limited to:
1. Editor. To produce CMLF newsletter.
 2. Public Relations Officer. To deal with area news media.
 3. Photographer. To document activities of CMLF.
 4. Maintenance Officer. To insure that CMLF equipment is maintained.

Article VII. Elections

- A. **Nominating Committee.** At the regular May meeting of CMLF, the President shall announce appointment of three (3) members to serve as a nominating committee to recommend a slate of candidates for election to upcoming vacancies among the Officers and Board of Directors at large.
- B. **Nominations.** The report of the nominating committee will be announced in the newsletter prior to the June meeting. Nominations from the floor will be accepted at the meeting prior to the elections.
- C. **Election** of Officers and directors will be accomplished at the June meeting of CMLF. Election requires a majority vote of members present at the meeting. The Secretary will certify election results to the membership.

Article VIII. Finances

- A. **The fiscal year** of CMLF runs from July 1 to June 30.
- B. **Fees.** The Board of Directors shall recommend to the members a schedule of fees that is sufficient to meet the financial obligations of CMLF and maintain the value of club assets.
- C. **Normal disbursements:**
- The Treasurer is authorized to issue checks for normal operating costs up to the amount of \$100 upon the submission of a payment voucher.
 - CMLF is responsible for maintaining a premissis general libility insurance policy naming Charles Harrell (landowner) as a co-insured. The Treasurer is authorized to negotiate and pay for this coverage annually at the limits required by the landowner.

- D. **Other disbursements.** Expenditure of funds other than for normal operating costs shall be authorized in accordance with the following criteria:
- Up to \$100 - Authorized by the Treasurer.
 - \$101 to \$300 - Authorized by a majority vote of the Board of Directors.
 - \$300 to \$500 - Authorized by a majority vote of members at any meeting.
 - **Over \$500** - The President will appoint a committee to prepare a written plan of action with an accurate cost estimate. The cost item must be recommended by the Board and receive an affirmative vote from members at a future CMLF meeting.
- E. **Bank account.** The Treasurer shall receive and deposit all club funds in a bank approved by the Board. Funds will be paid out only by check. Both the President and the Treasurer shall have signature authority on CMLF bank account.
- F. **Annual Audit.** At the July CMLF meeting, the President shall appoint an audit committee consisting of two (2) members, at least one (1) of whom shall be a Director, to conduct an audit of the CMLF financial records for the prior fiscal year. The Treasurer will submit the CMLF financial records to the audit committee at the July meeting. The audit committee will report the results to the Board during the August meeting.
- G. **Surplus funds.** Any surplus funds remaining at the end of the fiscal year after all operating costs and other expenses have been paid will remain in CMLF treasury for contingencies and future purchases of equipment and/or services. In no case will CMLF funds be distributed to members for individual use.

Article IX. Flight Operations

- A. **Base.** CMLF flying activities will be based at Harrell Field (MS08), Pisgah, MS.
- B. **Procedures.** Flight operations from the CMLF flying site will be in accordance with the guidelines established in the CMLF Safety rules.

Article X. Amendments

- A. **Approval.** Amendments to these Bylaws may be made by an affirmative vote of a majority of the members present at any meeting if a quorum is present.
- B. **Substance.** The substance of any proposed amendment must be announced to the membership in writing prior to the meeting in which it is brought for a vote.

Article XI. Dissolution

- A. **Club.** CMLF may be dissolved by affirmative vote of two-thirds (2/3) of all the members.
- B. **Funds.** Any funds in the Treasury after payment of liabilities and sale of assets will be transferred to the United States Ultralight Foundation for use

in safety programs.

