**BYLAWS**

**OF**

**NEW BRAUNFELS FLYING CLUB, INC.**

Original Adopted 3/10/2022

**ARTICLE I.**

**GENERAL**

**Section 1.** The following paragraphs contain provisions for the regulation and management of New Braunfels Flying Club, Inc. (the “Club”), a Texas not-for-profit corporation.

**Section 2.** If there is a conflict between a provision of these bylaws and a mandatory provision of the Articles of Incorporation of the corporation, or a mandatory provision of the laws of the State of

Texas the mandatory provision(s) of the laws of the State of Texas or of the Articles of Incorporation of this corporation shall control.

**Section 3. Purposes.** New Braunfels Flying Club, Inc. is organized as a social and recreational flying club to promote flying for education, pleasure, recreation and other social and non-profitable purposes. Furthermore, notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(7) of the of the Internal

Revenue code or the corresponding section of any future federal tax code.

**ARTICLE II.**

**OFFICES**

**Section 1.** The principal office of the corporation shall be located in the State of Texas. The corporation may have such other offices, either within or outside the State of Texas, as the Board of Directors may require from time to time.

**Section 2.** The registered office of the corporation required by the laws of the State of Texas, to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE III.**

**MEMBERS**

**Section 1**. The corporation shall have members. The total number of members shall be established by a majority vote of the membership present at a regular or special meeting. The total number of Club members will be established based on appropriate insurance considerations.

**Section 2. -** An application for membership shall be considered and voted on by the board of directors present at a regular monthly meeting. Applicants for membership must hold, at a minimum, a private pilot certificate and a current third class medical certificate, or a current Basic Med.

**Section 3.** - No membership shall be transferred, sold, pledged or assigned without the express written consent of a majority of the board of directors.

**ARTICLE IV.**

**AMENDMENT OF BYLAWS**

**Section 1.** The power to alter, amend, or repeal the bylaws or adopt new bylaws is vested in the Board of Directors. The bylaws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

**Section 2**. These bylaws may be amended at any time by a majority vote of the Board of Directors present at a regular or special meeting of the Board, provided that at least five (5) days prior notice has been given, including the language proposed to be changed, added or deleted in accordance with the notice requirements of these bylaws.

**ARTICLE V.**

**BOARD OF DIRECTORS**

**Section 1**. **General Powers**. The affairs of the corporation shall be managed by a Board of Directors.

**Section 2.** **Number, Tenure and Qualifications**. The number of directors of the corporation shall be not less than three (3) and no more than five (5). Each director shall hold office for three (3) years from the date of their election.

The terms of the directors of the corporation will begin immediately following their election. The members of the Board of Directors shall be elected at annual meeting or at a special meeting called for that purpose. All current directors shall be entitled to participate in the annual election of directors.

**Section 3.** **Vacancies.** Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Any vacancy occurring on the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors. Upon affirmative acceptance of election or appointment to office, such director shall be installed immediately.

**Section 4**. **Regular Meetings**. A regular annual meeting of the Board of Directors shall be held at 6:00 PM CST on the second Thursday of March in each year for the purpose of electing the Directors or for transacting any other business that may come before the Board.

**Section 5**. **Special Meetings**. Special meetings of the Board of Directors may be called by the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meeting.

**Section 6.** **Place of Meetinq**. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual or special meeting of the Board of Directors.

**Section 7.** Notice. Notice of the annual meeting and any other regular or special meeting of the Board of Directors shall be given at least five (5) days prior to the meeting by written notice delivered personally or sent by mail or electronic notice, to each director and member at the director's or member’s address or email address as shown in the records of the corporation. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice of notice of such meeting, unless specifically required by law.

**Section 8**. **Quorum of Directors**. A majority of the minimum number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 9.** **Action by Directors Without a Meeting.** Any action required to be taken at a meeting of the directors of the corporation or any action which may be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors. This consent shall have the same force and effect as a unanimous vote.

**Section 10**. **Compensation.** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

**Section 11**. **Removal of Director**. A director with three (3) consecutive unexcused absences from regular meetings shall be deemed to have forfeited office and a vacancy shall occur therein.

**ARTICLE VI.**

**OFFICERS**

**Section 1**. **General.** The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be appointed annually by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. In all cases where the duties of any officer or employee are not described by the bylaws or by the Board of Directors, such officer or employee shall follow the orders of the president.

Additional officer positions, including but not limited to Safety Officer, Maintenance Officer and Scheduling Officer may be created upon an affirmative vote of a majority of the Board of Directors at a regular board meeting. Individuals appointed to, and the terms and duties of such officer positions, shall be as established and amended by an affirmative vote of a majority of the Board of Directors as necessary and from time to time. These bylaws shall be amended as necessary to reflect the addition or deletion of additional officer positions.

**Section 2. Appointment and Term of Office.** The officers of the corporation shall be appointed by the Board of Directors at each annual meeting of the Board of Directors. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly appointed; or until his or her death; or until he or she has resigned or until he or she has been removed in the manner hereinafter provided.

**Section 3**. **Removal.** Any officer may be removed by the Board of Directors when in their judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Appointment of an officer or agent shall not of itself create contract rights.

**Section 4.** **Vacancies.** A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5**. **President**. The "president" shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The president shall, when present, preside at all meetings of the Board of Directors, and may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, all documents which the Board of Directors has authorized to be executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6**. **Vice-President.** The vice-president shall assist the president and shall perform such duties as may be assigned by the president or by the Board of Directors. In the absence of the president or in the event of his or her death, inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president.

**Section 7. Secretary.** The secretary shall: (a) keep minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

**Section 8. Treasurer**. The treasurer shall be the principal financial officer of the corporation and shall have the care and custody of all funds and other personal property of the corporation and shall deposit the same in accordance with the instructions of the Board of Directors. The treasurer shall receive and give receipts for monies due and payable to the corporation, deposit all such monies in the name of the corporation in such depositories selected by the corporation, and shall pay out of the funds on hand all bills and other just debts of the corporation.

The treasurer shall perform all other duties incident to the office of Treasurer and, upon request of the Board of Directors, shall make such reports to it as may be required at any time or as required by law. The treasurer shall have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the president.

The treasurer shall also be the principal accounting officer of the corporation, and shall maintain the methods and systems of accounting to be followed, keep correct and complete books and records of account, and prepare and file all local, state, and federal tax returns.

Additional officer positions, including but not limited to Safety Officer, Maintenance Officer and Scheduling Officer may be created upon an affirmative vote of a majority of the Board of Directors at a regular board meeting. Individuals appointed to, and the terms and duties of such officer positions, shall be as established and amended by an affirmative vote of a majority of the Board of Directors as necessary and from time to time. These bylaws shall be amended as necessary to reflect the addition or deletion of additional officer positions.

**ARTICLE VII.**

**FIDUCIARY MATTERS**

**Section 1. Indemnification.**

(a) Scope of Indemnification. The corporation shall indemnify each director, officer, employee and volunteer of the corporation to the fullest extent permissible under the laws of the State of Texas , and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section.

The corporation shall have the right, but shall not be obligated, to indemnify any agent of the corporation not otherwise covered by this Section to the fullest extent permissible under the laws of the State of Texas.

**Section 2. General Standards of Conduct for Directors and Officers**.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the corporation.

(b) Reliance on Information, Reports, Etc.. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence. (c) Liability to Corporation or Its Members. A director or officer shall not be liable as such to the corporation or its members for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section.

**Section 3. Liability of Directors for Unlawful Distributions.**

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of law or the articles of incorporation of the corporation shall be personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the law or the articles of incorporation if it is established that the director did not perform the director's duties in compliance with the general standards of conduct for directors set forth herein.

(b) Contribution. A director who is liable under Section 4 for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 4 for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of law or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the laws of the state of or the articles of incorporation.

**Section 5. Loans to Directors and Officers Prohibited**. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

**ARTICLE VIII.**

**CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts**. The Board of Directors may authorize any officer(s) or agent(s) of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks,** Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s), agent(s) of the corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. No such instrument shall be issued or presented for payment by the corporation in an amount greater than five hundred dollars ($500) unless it bears the signature of at least one officer and one other officer or director.

**Section 3. Expenditures**. All unbudgeted expenditures in an amount greater than one hundred dollars ($100) shall be approved by the Board prior to payment. Section 4. Deposits. All funds of the corporation shall be deposited solely to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX.**

**COMMITTEES**

**Section 1. Committees**. The Board of Directors may establish such committees as it deems necessary to carry out the duties of the Board. The members of each committee shall be appointed by the President and approved by the Board of Directors. The Board of Directors shall by resolution provide for the rules of operation for each committee established.

**ARTICLE X.**

**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

**Section 1. Distribution of Assets Upon Dissolution of the Corporation.** Upon dissolution of the corporation, any remaining assets shall be distributed in the following order: (i) to pay the debts of the corporation, including interest as necessary; **(ii) to one or more organizations** **recognized as tax-exempt within the meaning of Section 501(c)(7) of the Internal Revenue** **Code, or the corresponding section of any future federal tax code** (iii) to the members of New Braunfels Flying Club, Inc. pursuant to the laws of the State of Texas, and the appropriate sections of the Internal Revenue Code or the corresponding section of any future federal tax code.

Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

**CERTIFICATE OF BYLAWS**

I hereby certify that the foregoing Bylaws, were adopted by the Board of Directors on this

10th day of March, 2022.

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Secretary

Benjamin Burque