

CONSTITUTION AND BY-LAWS



GACE FLYING CLUB, INCORPORATED

2099 Smithtown Avenue
Ronkonkoma, NY 11779-7234

Approved by the Members at Large

March 2021

(This revision supersedes and
replaces all previous issuances)

Table of Contents

ARTICLE I - Name	1
Section 1 - Name	1
Section 2 - Incorporation	1
ARTICLE II - Objective	1
Section 1 - Purpose.....	1
Section 2 - Vacated.....	1
Section 3 - Ownership.....	1
ARTICLE III - Membership	1
Section 1- Open To	1
Section 2 - Governing of Membership	1
Section 3 – Governed by	2
ARTICLE IV – Officers and Board of Directors	2
Section 1 - General	2
Section 2 – Election of Officers.....	2
Section 3 – Board of Directors.....	2
Section 4 – Chairperson and Vice Chair	3
Section 5 – Authority of Board	3
Section 6 – Vacancy on Board	3
Section 7 – Withdrawals and Expenditures of Funds.....	3
Section 8 – Impeachment of Board Member	3
Section 9 – Contracting of Services.....	3
ARTICLE V – Meetings and Quorums	3
Section 1 – Meeting Quorum	3
Section 2 – Number of Meetings	3
Section 3 – Special Meeting	4
Section 4 – Board of Directors Meeting	4
Section 5 – Matters of Procedure and Order.....	4
Section 6 – Meetings for which written notice is required.....	4
ARTICLE VI - Voting	4
Section 1 - General	4
Section 2 – Proxy Voting	4
Section 3 – Matters before the Board.....	4

Section 4 – Majority Vote	4
ARTICLE VII - Finance	5
Section 1 - General	5
Section 2 – Financial Audit.....	5
Section 3 – Availability of Financial Info	5
Section 4 – Financial Obligations.....	5
Section 5 – Fiscal Year.....	5
ARTICLE VIII - Dissolution.....	5
Section 1 - General	5
Section 2 – Excess Funds.....	5
ARTICLE IX - Amendments.....	6
Section 1 - Adoption	6
Section 2 – Changes to Constitution and By-Laws	6
Section 3 - Effect	6
BY-LAWS.....	7
ARTICLE I – Membership Classification and Privileges	7
Section 1 - General	7
Section 2 - Classifications.....	7
Section 3 – Flying Members	7
Section 4 – Non-Flying Members.....	7
Section 5 - Vacated.....	7
Section 6 - Vacated.....	7
Section 7 – Non-Flying Status.....	7
Section 8 – Grounded Status.....	7
ARTICLE II – Membership Qualification, Application, Resignation, Expulsion and Termination	8
Section 1 – Member to Aircraft Ratio	8
Section 2 – Prospective Member	8
Section 3 - Application.....	8
Section 4 – Non-Flying Status.....	8
Section 5 – Resignations or Request for Change	8
Section 6 - Vacated.....	9
Section 7 – Change in Status	9
Section 8 – Expelling Member	9
Section 9 – Flying Members who Resign or Terminate Membership.....	9
ARTICLE III – Dues and Assessments.....	9

Section 1 - General	9
Section 2 – Grace Period	9
Section 3 – Rate Sheet	9
Section 4 – Philosophy of Fee Structure.....	10
Section 5 – Past Due Accounts	10
ARTICLE IV - Administration.....	10
Section 1 - General	10
Section 2 – Officers of Club	10
Section 3 - Vacated.....	10
Section 4 - Committees.....	10
Section 5 – Licenses/Ratings	10
ARTICLE V – Duties (Administrators)	10
Section 1 - President.....	10
Section 2 – Vice President.....	11
Section 3 - Secretary.....	11
Section 4 - Treasurer.....	11
Section 5 – Admirative Director	12
Section 6 – Safety Officer.....	12
Section 7 – Membership Director.....	12
Section 8 - Vacated.....	12
Section 9 - Vacated.....	12
Section 10 – Operations Director	12
Section 11 – Committee Chairpersons	12
ARTICLE VI – Accident Review Board.....	13
Section 1 - General	13
Section 2 – People required	13
Section 3 - Function	14
ARTICLE VII – Order of Business	14
ARTICLE VIII – Parliamentary Authority.....	14
ARTICLE IX – Negotiations and Contracts	14
ARTICLE X – Distribution of Special Funds.....	14
Section 1 - Vacated.....	14
Section 2 – Net savings or Surplus.....	14
Appendix - Revisions	15
June 2000.....	15

April 2011 15
January 2020..... 16

GACE FLYING CLUB, INCORPORATED
CONSTITUTION

ARTICLE I - Name

Section 1 - Name

This organization shall be known as the GACE Flying Club, Inc. and hereinafter also referred to as Flying Club or Club.

Section 2 - Incorporation

The Club is incorporated under the New York State Corporation Laws under the name of GACE Flying Club Inc. and is a not-for-profit membership corporation.

ARTICLE II - Objective

Section 1 - Purpose

The purpose of this organization shall be to advance, encourage, and promote safe and economical flying... to exchange techniques, procedures, rules and regulations between Club Members, their families and friends... to promote good will, cooperation, understanding, proficiency and fellowship... to stimulate interest in navigation, mechanics and related aeronautical sciences. GACE was founded as the Grumman Aerospace Corporation Employee Flying Club in 1969. Our membership is now open to all who share our above stated goals.

Section 2 - Vacated

Vacated

Section 3 - Ownership

All aircraft owned by the Club shall be based on Long Island.

ARTICLE III - Membership

Section 1- Open To

Membership in this organization shall be open to any qualified person, regardless of race, creed or national origin, in accordance with the Constitution and By-Laws of this organization.

Section 2 - Governing of Membership

Membership classifications, privileges and responsibilities shall be set forth in the By-Laws.

Section 3 – Governed by

Members are required to abide by and be governed by all Federal, State, Local and Club rules and regulations and to conduct themselves in a manner so as not to discredit the Club. Agreement to do so shall be in writing on a form prescribed by the Board of Directors. This form shall be signed by each member and be kept on file by the Club Membership Director and is binding.

ARTICLE IV – Officers and Board of Directors

Section 1 - General

The officers of the Club shall be a President, Vice-President, Secretary, and the Treasurer who shall all be elected per Section 2 below.

These elected officers must be Flying members in good standing who have been members of GACE for at least one year at the time of election.

The Board of Directors shall appoint the following additional officers: An Administrative Director, Safety Officer, Operations Director and Membership Director. The Chairperson of the Board of Directors is also an officer (Article IV, Section 4 of the Constitution). All officers of the club shall be in good standing who have been members of GACE for at least one year at the time of appointment. The President, Vice-President, Administrative Director, shall hold at least a Private Pilot license. The Secretary, Treasurer, and Membership Director shall hold at least a Student Pilot Certificate. The Safety Officer must hold at least a Private Pilots license without restriction with Airplane and Instrument Rating. The Operations Director shall hold at least a Private Pilot's license, or a Student Pilot Certificate with an A&P license.

Section 2 – Election of Officers

All elected officers of the Club shall be elected by the simple majority of votes cast at the regular meeting during the eleventh month of the fiscal year. In the event no candidate receives a simple majority, a runoff election shall be held between the candidates receiving the most votes. A nominating committee shall be appointed by the President for the purpose of submitting the names of prospective candidates for each office who are qualified and agree to hold office if elected. The Chairperson of the nominating committee will submit the names of the candidates to the Club membership at the General Membership meeting one month preceding the election. Further nominations by the membership may be made at this time. The officers shall take office at the beginning of the next calendar year (January, 1). The elections shall be conducted by the Chairperson of the Nominating Committee.

Section 3 – Board of Directors

The Board of Directors, hereinafter referred to as the Board, shall consist of nine members. The Board shall be comprised of the currently elected President, Vice-President, Secretary, Treasurer, the immediate Past President, plus Members-At-Large appointed by these Board members as necessary to fill the nine Board seats.

Section 4 – Chairperson and Vice Chair

The Board shall, by simple plurality, elect one of the elected Board members to serve as Chairperson and one to serve as Vice-Chairperson. In the event of inability of the Board to elect a Chairperson and/or Vice-Chairperson, the matter shall be referred to the general membership for a special election.

Section 5 – Authority of Board

The Board shall have full authority to act in any or all matters concerning the Club excepting those matters specifically provided for elsewhere in the Constitution and By-Laws. Moreover, such actions may be subject to approval or disapproval of a majority of the Club Flying membership by appeal or vote in a general membership meeting.

Section 6 – Vacancy on Board

In the event of a vacancy of an elected Officer, the Board shall elect a temporary replacement to serve until a special election can be held to fill the vacancy. If a permanent officer is not elected within sixty days after the vacancy occurs, the temporary officer shall become permanent for the remainder of the unexpired term.

Section 7 – Withdrawals and Expenditures of Funds

All withdrawals and expenditure of Club funds must have written approval of the Treasurer. In the absence of the Treasurer, the President and one other officer of the Board (both must sign) shall be authorized to sign checks.

Section 8 – Impeachment of Board Member

A member of the Board may be impeached only by a majority vote of voting members (defined in Article VI) present at a special meeting called expressly for that specific purpose. Such meetings will be presided over by a Flying member who is not a member of the Board of Directors.

Section 9 – Contracting of Services

The Board of Directors is authorized to contract the services of personnel to conduct operations of the Club as specified in the By-Laws. At least five affirmative votes are required to approve any contract.

ARTICLE V – Meetings and Quorums

Section 1 – Meeting Quorum

The quorum for general membership meetings, regular and special, shall be at least 10% of the voting members, including members of the Board. The quorum for all Board meetings shall be 5 members of the Board.

Section 2 – Number of Meetings

There shall be a general membership meeting at least nine times per year on the day and time designated by the President and approved by the Board of Directors.

Section 3 – Special Meeting

Upon written request of at least 10 percent of the voting Club membership, the President shall be required to call a special membership meeting. He shall also do so at the discretion of the Board. All members shall be notified in writing of the time, place and subject matter at least one week in advance thereof, and only that business for which the meeting was called shall be transacted.

Section 4 – Board of Directors Meeting

Board meetings shall be held at least once a month, in the week immediately preceding the General Membership Meeting, and may be held more often at the discretion of the Board. Written minutes of all Board meetings will be kept on file available for examination by any member in good standing.

Section 5 – Matters of Procedure and Order

All matters of procedure and order not specifically provided for by the Constitution and By-Laws shall be governed by Roberts Rules of Order, and a copy shall be maintained by the Secretary and made available for the meeting.

Section 6 – Meetings for which written notice is required

All meetings for which written notice is required must have such notice mailed at least one week before the proposed meeting, unless otherwise specified in the Constitution or By-Laws.

ARTICLE VI - Voting

Section 1 - General

Voting members shall be Flying members only. Each shall be entitled to one vote on any matter requiring a vote. The vote may be cast in person or submitted in writing to the Club Secretary, or for election of officers to the Chairperson of the Nominating Committee, provided it is received by the Secretary or Chairperson prior to the appropriate membership meeting.

Section 2 – Proxy Voting

There shall be no proxy voting.

Section 3 – Matters before the Board

All matters before the Board for voting shall require a majority vote of the Board members present in order to be passed, except as otherwise specified in the Constitution and By-Laws.

Section 4 – Majority Vote

A majority vote of the quorum of voting members present shall be required to pass on any matter under consideration before the general membership, except as otherwise specified in the Constitution and By-Laws.

ARTICLE VII - Finance

Section 1 - General

Initiation fees, annual dues, monthly dues, hourly charges and all other assessments shall be as stipulated by the Board of Directors and published in accordance with Article III Section 3 of the Club By-Laws.

Section 2 – Financial Audit

Club financial records shall be audited by the committee appointed by the Board, at least once each calendar year within 60 days of the end of the calendar year (December, 31).

Section 3 – Availability of Financial Info

The Treasurer of the Club shall cause the financial and other pertinent records of the Club to be available for each Board and General Membership meeting, and/or at any other time when so directed by the President and/or the Board.

Section 4 – Financial Obligations

All financial obligations are due and payable as specified in the By-Laws.

Section 5 – Fiscal Year

The fiscal year shall be from January 1 through December 31st.

ARTICLE VIII - Dissolution

Section 1 - General

Upon dissolution of the Club, the Board of Directors shall designate three active members as a Board of Trustees to collect accounts receivable, liquidate the assets of the Club as soon as practicable, and pay all existing debts and liabilities in proportion to the final available capital.

Section 2 – Excess Funds

Any funds in excess of the debts and liabilities shall be distributed as follows:

All members shall receive a refund of their respective investment fees less any outstanding dues, assessments or other obligations to the Club. If the excess funds are not sufficient to refund their respective investment fees, then each member shall receive the same percentage of their respective investment fees less any obligations to the Club.

Excess funds remaining after refunding investment deposits in accordance with the preceding paragraphs shall be donated to a not-for-profit aviation-oriented organization chosen by the Board of Trustees.

ARTICLE IX - Amendments

Section 1 - Adoption

This Constitution and By-Laws shall be adopted by a two-thirds vote of the voting membership present.

Section 2 – Changes to Constitution and By-Laws

The Constitution and By-Laws shall be supplemented or amended by a two-thirds vote of the voting membership present provided that the proposed supplements or amendments have been made available to the membership in writing at least one week in advance of the meeting.

Section 3 - Effect

Upon voting, as specified in Section 1 of Article IX, the Amendments will go into effect immediately.



BY-LAWS

ARTICLE I – Membership Classification and Privileges

Section 1 - General

This Article sets forth the requirements, privileges and limitations governing membership classification.

Section 2 - Classifications

There are two membership classifications. They are: Flying and Non-Flying.

Section 3 – Flying Members

Flying members are those members who paid the Aircraft Investment Fee. They shall also pay monthly dues and assessments. They shall be entitled to vote and use Club equipment at the prescribed regular rates.

Section 4 – Non-Flying Members

Non-Flying members are required to pay the Non-Flying annual dues. Non-Flying members may participate in all Club activities except they are not entitled to vote nor hold office.

Section 5 - Vacated

Vacated

Section 6 - Vacated

Vacated

Section 7 – Non-Flying Status

Non-Flying status may be granted to those Flying members who, temporarily, are unable to use the facilities of the Club, but wish to maintain their membership in the Club. Non-Flying members are not liable for monthly dues, but will be assessed Non-Flying membership dues and are not relieved of any other membership responsibilities. Members lose voting privileges while in Non-Flying status.

Section 8 – Grounded Status

Grounded status is assigned to those members who have been denied, temporarily, all or partial privileges of membership in the Club, by action of the Board of Directors in accordance with the Constitution and By-Laws. Dues and assessments of the grounded member will continue, as well as those financial and other responsibilities assumed by the member. The period of grounding shall be as determined by the Board. At the end of the grounding the member shall revert to his former status. Members may be automatically grounded as per Article III Section 2 of the By-Laws.

ARTICLE II – Membership Qualification, Application, Resignation, Expulsion and Termination

Section 1 – Member to Aircraft Ratio

The membership/aircraft ratio shall be based on a maximum of 35 Flying members for each aircraft owned and/or operated by the Club.

Section 2 – Prospective Member

The prospective member must be sponsored by a Club member, Flying or Non-Flying membership classification. The board may also approve a prospective member who does not meet the foregoing qualifications provided that:

- (a) They may be accepted for Flying membership.
- (b) They are unanimously approved by the Board.
- (c) There is no current waiting list for regular membership.

Section 3 - Application

Membership application shall be in writing on a form prescribed by the Membership Director and submitted with the initiation fee and applicable dues to the Membership Director for processing. Applications are subject to review and approval by the Board of Directors. The Board may temporarily restrict membership and maintain a waiting list for administrative purposes. Upon application approval, the Membership Director shall issue the applicant a membership/pilot number. The prospective member will be subject to the terms and conditions outlined in the membership agreement and will not be considered a Flying or Non-Flying member until the terms and conditions set forth in the membership agreement are met.

Section 4 – Non-Flying Status

Non-Flying status shall be made in writing to the Membership Director indicating the reason for the request. The Board of Directors will review all requests for Non-Flying Status and, if justified, in the opinion of the Board, will grant Non-Flying status for a specified period. All financial obligations must be paid in full before the Board of Directors can approve the request. At the expiration of the specified period, the member automatically reverts back to Flying status unless written request for extension is received and approved by the Board. The Board may terminate the member's membership at this time rather than extend the Non-Flying status. Request for reinstatement to Flying status along with the effective date of reinstatement must be in writing to the Membership Director if requested before the end of the approved period. The Board of Directors must approve all requests for reinstatement to Flying status before the end of the Non-Flying status period granted by the Board.

Section 5 – Resignations or Request for Change

Resignations, or requests for change, shall be submitted in writing to the Membership Director. Upon receipt of the letter, the member's name will be put on a refund list. Members will be refunded their investment fees as new Flying members join the Club and replace them. If the resigning member introduces a new Flying member, who is approved by the Board, his or her refund will be immediate.

Section 6 - Vacated

Vacated

Section 7 – Change in Status

If a Flying member resigns from the Club, or changes to Non-Flying member status, he/she is not eligible to rejoin or return to Flying status until one year from the date of resignation or change to Non-Flying status. The Board may waive the waiting period upon written request.

Section 8 – Expelling Member

A member shall be expelled from the Club, for just cause, by unanimous vote by the board, at a special meeting convened specifically for that purpose. Such member shall be afforded the opportunity to defense, before the Board, at said meeting. An expelled member shall have not further recourse. Just cause is defined as willful violation of the GACE Flying Club Constitution or its By-Laws.

Section 9 – Flying Members who Resign or Terminate Membership

Flying members who resign or terminate membership in the Club shall be eligible for return of their Investment Fee, less outstanding dues, assessments, or other obligations to the Club in accordance with the following schedule:

- (a) Members who have been flying for less than one year, but more than two months, shall be eligible for the return of 0% of their aircraft investment fee.
- (b) Members who have been flying for less than two years, but more than one year, shall be eligible for the return of 50% of their aircraft investment fee.
- (c) Members who have been Flying for less than two months, or more than two years, shall be eligible for the return of 100% of their aircraft investment fee.

ARTICLE III – Dues and Assessments

Section 1 - General

Officers and Board members shall be credited one-half dues each month as partial reimbursement for expenses incurred.

Section 2 – Grace Period

Members shall have grace period for settlement of financial obligations. The Board of Directors shall establish rules for the Grace Period and for transferring delinquent members to Grounded status. These rules shall be published in the Procedures Manual.

Section 3 – Rate Sheet

A rate sheet shall be supplied to each member. It shall contain the monthly dues, annual dues, initiation fees, flying rates and other assessments as directed by the Board.

Section 4 – Philosophy of Fee Structure

The philosophy of determining fees, dues, flying rates, etc., shall be as follows: Monthly dues shall cover the fixed costs associated with owning and operating the aircraft (e.g., insurance, tie-down, debt service). Flying hourly rates shall approximate the direct operating costs of the aircraft. Non-Flying membership hourly rates shall approximate standard fixed base operator rates. Initiation fees and special assessments shall be determined by the Board to establish sufficient operating capital.

Section 5 – Past Due Accounts

If a member does not pay their dues in a timely manner, then said dues shall accrue until they match the members investment. At that point the investment will be applied to pay the outstanding dues and the membership will be terminated.

ARTICLE IV - Administration

Section 1 - General

The Club shall be administered by the Club officers and Board of Directors, with the assistance of the Chairperson of the standing committees.

Section 2 – Officers of Club

The officers of the Club shall be elected in accordance with the provisions of Article IV, Section 2 of the Constitution, and shall serve for a period of one year.

Section 3 - Vacated

Vacated

Section 4 - Committees

Standing committees shall be appointed as specified in Article V, Section 11 of the By-Laws, to assist in the administration of the Club.

Section 5 – Licenses/Ratings

Club officers and Board members shall hold licenses, ratings and/or certificates as per Article IV, Section 1 of the Constitution.

ARTICLE V – Duties (Administrators)

Section 1 - President

The President shall be the Chief Executive Officer of the Club. He/She shall preside at all meetings of the general membership. The President shall have the authority to appoint committees and shall be an ex-officio member of such committees.

Section 2 – Vice President

The Vice-President shall be vested with all the power of the President and shall perform the duties of the President in case of the latter's absence or disability. He/She shall also perform duties in connection with the Club at the request or suggestion of the President.

Section 3 - Secretary

The Secretary shall keep true and faithful minutes of all meetings; general and Board. He/She shall keep and protect such other books, documents, records, seals, and papers as the Board may direct. He/She shall enter into and conduct such correspondence as required. He/She shall assume the duties of Presiding Officer, in the absence of both the President and Vice-President.

Section 4 - Treasurer

The Treasurer shall deposit all dues and assessments received into the Club account, execute all disbursements and expenditures, and sign checks in the name of the Club, as directed and authorized by the Board. He/She shall maintain a true and faithful account of all receipts, disbursements and balances. He/She shall prepare a monthly statement.

He/She shall maintain in reserve a portion of our cash on deposit that is restricted for the maintenance of our aircraft. The amount held in reserve for each aircraft engine and propeller overhaul. The amount should be calculated based on the total overhaul cost divided by the recommended TBO for said engine times the hours in service since last overhaul. A similar calculation should be made for the propeller. He/She shall prepare a monthly statement including a breakdown showing the maintenance reserve amount.

He/She shall ensure that all Board, Committee and General Members have complied with the Contract & Negotiations form, signed by at least five (7) Board members, for any expenditures of debt service at or above \$500.00. The Operations Director shall be exempt from the above stated limitation, with the following restrictions:

- i. The first board meeting of each new year, the board must authorize and document spending limits for the items that follow. This document, hereby referred to as the "*Spending Limits Document*" shall be maintained in the blue book located in the office open to inspection by the club members
- ii. The Operations Director may be authorized to spend up to the limit authorized in the Spending Limits Document, for any individual repair to insure the Airworthiness of the club's aircraft
- iii. The Operations Director may be authorized to spend up to the limit authorized in the Spending Limits Document, for the Annual Inspection and the repairs that are required to pass said annual inspection.

- iv. The operations Director may be authorized to spend up to the limit authorized in the Spending Limits Document, for the GPS subscription for each GPS equipped aircraft

He/She shall ensure that the Board of Directors is notified of any club member who expends funds without Board approval for any expense greater than those outlined in this section. Said member will be deemed fully responsible for such debt or debt service and deemed gifting the club

Section 5 – Admirative Director

The Administrative Director shall perform liaison between the Treasurer and the Membership Director. He/She shall submit notice of dues and assessments to the members. He/She shall maintain a true and faithful record of each member's account in the Club.

Section 6 – Safety Officer

The safety officer should keep members advised of proper flight procedures, encourage flying proficiency, notify members of changes in the FARs that may affect them, and help the club establish criteria for aircraft check-outs, recurrent training and time in aircraft type.

Section 7 – Membership Director

The Membership Director shall be responsible for processing all membership applications, requests for change of status and resignations, and for presenting them to the Board. He/She shall maintain a true and faithful current record of each member's status in the Club. He/She shall maintain a file of all Club members, including such data as may be required by the Board of Directors. He/She shall admit all new Club members according to the rules set forth in Articles I and II of the By-Laws. He/She shall be responsible for maintaining the membership rosters.

Section 8 - Vacated

Vacated

Section 9 - Vacated

Vacated

Section 10 – Operations Director

The Operations Director shall have overall responsibility for the operation of all Club equipment. He/She shall establish, with Board approval, all necessary rules of operation and shall be responsible for the publication of the Procedures Manual.

Section 11 – Committee Chairpersons

The following committee chairpersons shall be appointed by the stipulated Club officers, with the approval of the Board, to assist in specific areas of Club administration when required. These are:

Committee
Administrative

Appointed by
Administrative Director

Rules and Constitution
Operations and Scheduling
Safety
Activities, Publicity and Publications
Maintenance

Secretary
Operations Director
Safety Officer
President
Operations Director

- (a) Administrative: The Administrative Chairperson shall be assigned to special duties under the direction of the Administrative Director. He/She will work with other committees and coordinate their activities with the Board of Directors.
- (b) Rules and Constitution: The Rules and Constitution Chairperson shall be responsible for revising the Constitution and/or By-Laws for approval, also coordinate with the Operations Director, Safety Officer the establishment of such rules which are necessary for the safe and efficient operation of Club equipment.
- (c) Operations and Scheduling: The Operations and Scheduling Chairperson shall acquaint himself/herself with the business and duties of the Operations Director in order that these may be conducted in the absence of the Operations Director. He/She shall have been a member of the Club for at least one year and shall hold at least a Private Pilot Certificate.
- (d) Safety, Training and Education: The Safety, Training and Education Chairperson shall serve as presiding officer of the Accident Review Board as defined in Article VI of the By-Laws. As such, he/she shall work closely with the Operations Director, and Safety Officer to coordinate with them any activities necessary for the furtherance of safe flying. He/She shall have been a Club member for at least one year and hold at least a Private Pilot Certificate.
- (e) Activities Publicity and Publications: The Activities, Publicity and Publications Chairperson shall assist the President in activities and public relations matters of the Club, including a newsletter. He/She shall arrange and coordinate activities and assist in publicizing the Club within the Grumman Corporation, with the aim of stimulating interest in flying and, in particular, the Club.
- (f) Maintenance: The Maintenance Chairperson shall assist the Operations Director in the maintenance of Club equipment. He/She shall have at least a Private Pilot Certificate.

ARTICLE VI – Accident Review Board

Section 1 - General

The Accident Review Board shall be made up of the following members: Administrative Director, Operations Director, and Safety Officer.

Section 2 – People required

The Administrative Director, Operation Director and Safety Officer shall preside at the meetings of the Accident Review Board. If any of these members are disqualified, due to a personal involvement, then the Board shall appoint a replacement person or persons.

Section 3 - Function

It shall be the function of this Board to investigate (within 30 days of occurrence) all accidents or incidents involving GACE Flying Club equipment. The Accident Review Board shall report the findings of its investigation, along with its recommendations, to the Board of Directors, in writing for action. The Safety Officer shall act as Secretary of the Accident Review Board, maintain thorough and faithful minutes of all meetings of this Board, and execute its correspondence.

ARTICLE VII – Order of Business

After establishing that a quorum of at least 10% of the voting members is present and an attendance sheet has been circulated for signatures, the President or his/her Super-numeracy shall convene the meeting according to the following Order of Business.

1. Call to Order.
2. Approval of the minutes of the last general meeting.
3. Reports of the Board of Directors and Standing Committees.
4. Reports of Special Committees.
5. Special Orders.
6. Unfinished Business and General Orders.
7. New Business.

ARTICLE VIII – Parliamentary Authority

The rules contained in Robert's Rules of Order shall govern the GACE Flying Club in all cases to which they are applicable and in which they are not inconsistent with the Constitution and By-Laws or special rules of the GACE Flying Club.

ARTICLE IX – Negotiations and Contracts

Any and all negotiations conducted, in the name of, and binding upon the GACE Flying Club, shall be attended by a special committee, consisting of not less than a majority of the Board of Directors or their designees.

ARTICLE X – Distribution of Special Funds

Section 1 - Vacated

Vacated

Section 2 – Net savings or Surplus

The net savings or surplus remaining, after all operating costs and other expenses have been paid, shall remain in the Club's Treasury for the purchase of new equipment, engine overhaul, contingencies, or reducing the hourly flying rates, as shall be determined by the Board of Directors. The net savings, in any event, shall not be distributed to the members for their individual use.

Appendix - Revisions

June 2000

The resolution below was adopted at the June 2000 Board Meeting to change the requirements to hold the position of Operations Director.

The officers of the Club shall be a President, Vice-President, Secretary, and the Treasurer who shall all be elected per Section 2 below. These elected officers must be Flying members in good standing who have been members of GACE for at least one year at the time of election. The Board of Directors shall appoint the following additional officers: An Administrative Director, Training Director, Operations Director and Membership Director. The Chairperson of the Board of Directors is also an officer (Article IV, Section 4 of the Constitution). All officers of the club shall be in good standing who have been members of GACE for at least one year at the time of appointment. The President, Vice-President, Administrative Director, and the Operations Director shall hold at least a Private Pilot license. The Secretary, Treasurer, and Membership Director shall hold at least a Student Pilot Certificate. The Training Director must hold at least a Commercial Pilot license without restrictions and a Flight Instructor license with Airplane and Instrument rating.

This sentence shall read:

The President, Vice-President, and the Administrative Director shall hold at least a Private Pilot license.

New sentence inserted at the end of the paragraph shall read:

The Operations Director shall hold at least a Private Pilot license or a Student Pilot Certificate with an A&P license.

April 2011

Changes done to constitution:

Article II Objective, section 1: Added following verbiage GACE was founded as the Grumman Aerospace Corporation Employee Flying Club in 1969. Our membership is now open to all who share our above stated goals.

Article II Objective, section 2: Vacate

Changes done to the By-Laws

Article II Membership qualification, application, resignation, expulsion and termination

Section 2: replace with The prospective member must be sponsored by a club member, flying, or non-flying membership classification. The board may also approve a prospective member who does not meet the foregoing qualifications provided that.

Section 6: Vacate

Article V Duties (Administrators)

Added: He/She shall maintain in reserve a portion of our cash on deposit that is restricted for the maintenance of our aircraft. The amount held in reserve for each aircraft engine and propeller overhaul. The amount should be calculated based on the total overhaul cost divided by the recommended TBO for said engine times the hours in service since last overhaul. A similar calculation should be made for the propeller. He/She shall prepare a monthly statement including a breakdown showing the maintenance reserve amount.

He/She shall ensure that all Board, Committee and General Members have complied with the Contract & Negotiations form, signed by at least five (5) Board members, for any expenditures of debt service at or above \$500.00. The Operations Director shall be exempt from the above stated limitation, with the following restrictions:

- i. The Operations Director may be authorized to spend up to \$1,500 for any individual repair to insure the Airworthiness of the clubs aircraft
- ii. The Operations Director may be authorized to spend up to \$4,300 for the Annual Inspection and the repairs that are required to pass said annual inspection.
- iii. The operations Director may be authorized to spend up to \$750 per GPS subscription for each GPS equipped aircraft

He/She shall ensure that the Board of Directors is notified of any club member who expends funds without Board approval for any expense greater than those outlined in this section. Said member will be deemed fully responsible for such debt or debt service and deemed gifting the club

Article X Section 1 - Vacate

Changes below reflect change from Training Director to Safety Officer

Article IV Section 1 Changes to reflect Training Director change to safety officer

References to Training Director replaced with Safety officer and removed "The Training Director must hold at least a Commercial Pilot license without restrictions and a Flight Instructor license with Airplane and Instrument rating" and replaced with "The Safety Officer must hold at least a Private Pilots license without restriction with Airplane and Instrument Rating"

Article IV Section 3 – Vacate

Article V Section 6 – Vacate and replace with "The safety officer should keep members advised of proper flight procedures, encourage flying proficiency, notify members of changes in the FARs that may affect them, and help the club establish criteria for aircraft check-outs, recurrent training and time in aircraft type"

Article V Section 8 – Vacate

Article V Section 9 – Vacate

Article V Section 11 – Change Training Director to Safety Officer, Under Committee eliminate Training & Education, leaving only Safety

Article V Section 11 part d – change Chief Flight Instructor and Chief Ground instructor to Safety Officer

Article VI Section 1 – remove reference to Training Director; Chief Flight Instructor, and Chief Ground Instructor and replace with Safety Officer

Article VI Section 2 – replace Training Director with Safety Officer or designee of the board.

Article VI Section 2 – Vacate and replace with

The Administrative Director, Operation Director and Safety Officer shall preside at the meetings of the Accident Review Board. If any of these members are disqualified, due to a personal involvement, then the Board shall appoint a replacement person or persons

Article VI Section 3 – Replace reference to Training Director with Safety Officer

January 2020

Changed format of all headings so topics appear in Table of Contents. Names sections for easier look up of items

Amended Article 2 Section 3 added -- The prospective member will be subject to the terms and conditions outlined in the membership agreement and will not be considered a Flying or Non-Flying member until the terms and conditions set forth in the membership agreement are met.

Amended Article 2 Section 8 Changed: unanimous to (5) votes by the board

Amended Article 3 Section 2: verbiage “for the grace period and”

Amended Article 5 Section 4: Changed to give flexibility as costs change over time. Created Spending Limits Document.

Added verbiage:

The Operations Director shall be exempt from the above stated limitation, with the following restrictions:

i. The first board meeting of each new year, the board must authorize and document spending limits for the items that follow. This document, hereby referred to as the “Spending Limits Document” shall be maintained in the blue book located in the office open to inspection by the club members

ii. The Operations Director may be authorized to spend up to the limit authorized in the Spending Limits Document, for any individual repair to insure the Airworthiness of the club’s aircraft

iii. The Operations Director may be authorized to spend up to the limit authorized in the Spending Limits Document, for the Annual Inspection and the repairs that are required to pass said annual inspection.

iv. The operations Director may be authorized to spend up to the limit authorized in the Spending Limits Document, for the GPS subscription for each GPS equipped aircraft

Article 5 Section 11: Changed Chief Flight Instructor and or Chief Ground Instructor to Safety Officer

March 2021

Article II Section 8 – Change 5 to unanimous in following verbiage: A member shall be expelled from the Club, for just cause, by ~~(5)~~ unanimous vote

Article V Section 4 – Changed required amount of people to approve expenses to supermajority 7 instead of 5 board members. - He/She shall ensure that all Board, Committee and General Members have complied with the Contract & Negotiations form, signed by at least five ~~(5)~~ (7) Board members, for any expenditures of debt service at or above \$500.00.