

AERO CLUB OF BUFFALO BY-LAWS

ARTICLE I

NAME

The name of the Club is the Aero Club of Buffalo. In some previous By-Laws of the Aero Club, it is stated and by the virtue of the then existing charter of this chapter, the Aero Club of Buffalo becomes the local unit and representative of the **FEDERATION AERONAUTIQUE INTERNATIONALE**.

Although the exact date of the start of the Aero Club of Buffalo cannot be pinpointed, it was on July 2, 1900, that the Automobile Club of Buffalo was organized and shared its club rooms in the Hotel Lennox (North Street) with a dozen or so air enthusiasts headed by John M. Satterfield as their president. The men who attended these first meetings became the charter members of the present Aero Club of Buffalo.

John M. Satterfield being recognized as the first President of the Aero Club of Buffalo, justifies Buffalo is the oldest Aero Club in America; hence there is only one other club in the world that had prior justification for being the “first” and this is the **FEDERATION AERONAUTIQUE INTERNATIONALE** of France.

ARTICLE II

DEFINITIONS, PURPOSE, AND POLICY

Section 1. Definitions

- A.** Herein and afterwards, the word Club shall refer to the Aero Club of Buffalo.
- B.** An Executive Board of Directors is composed of the four Officers, the two consecutive past Presidents, and the Executive Secretary.
- C.** A Board of Directors is composed of the Executive Board and the fifteen elected Directors, for a total of 22 members.

Section 2. Purpose

- A.** To engage in strictly educational, charitable, and/or scientific activities and purposes and particularly to promote aeronautical science by such means as is not inconsistent with the educational, to charitable, and scientific purposes of the Club’s membership.

Section 3. Policy

- A.** No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation for any member's direct or indirect personal gain. The Club shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- B.** Joint ventures of the Club with any duly constituted group for the purpose of promoting the interest of either group shall require a majority vote of the Board of Directors present at the Directors meeting.

ARTICLE III

STRUCTURE

Section 1. The Executive Board is tasked with the general control and management of all Club activities including the appropriation of funds, making contracts, passing upon applications for membership, and if necessary, the delegation of the powers to any officer or employee by resolution properly adopted.

A. The Executive Board shall solicit for the office of incoming Secretary from the Board of Directors and shall annually elect, by a majority vote, the incoming Secretary.

B. The Secretary advances through the offices of Treasurer, Vice President, and President.

C. Club officers shall hold a term of one year, but is not limited, and may serve more than one term.

Section 2. The Board of Directors is composed of the Executive Board and fifteen elected Directors.

Section 3. Directors will solicit input from the membership at large for ideas for functions, guest speakers, etc., and submit these suggestions to the Executive Board for their approval and scheduling.

ARTICLE IV
MEMBERSHIP

Section 1. Classes: The membership of the Club shall be of four classes; Honorary, Regular, President Emeritus, and Director Emeritus.

A. Honorary membership in the Club may be conferred upon persons of distinction or persons who may have rendered some service to the interest in the field of aviation to the Buffalo area, and who by the unanimous vote of the Board of Directors are entitled thereto.

B. Regular membership in the Club is open to any person who:

1. Is interested in the promotion and advancement of the science of aeronautics.
2. Is of upright character, and may be approved by the Executive Board upon agreeing to be bound by the By-Laws of this Club.
3. Upon receipt of payment of the current year's dues.

C. President Emeritus: Any member who has served as President of the Club.

D. Director Emeritus: May be conferred upon a member of the Club who has rendered outstanding service in the interest of the Club and to the field of aviation in the Buffalo area, and by the unanimous vote of the Board of Directors is entitled thereto.

Section 2. Applications for membership in the Club must be accompanied by the current calendar year's dues and all applications shall be reviewed and passed upon by the Executive Board.

Section 3. Transferring of existing membership from one person to another is not permitted.

Section 4. Termination of membership in the Club maybe effected either by voluntary resignation, in writing, of the member, or by action of the Board of Directors by unanimous vote in expelling a member for cause.

ARTICLE V

FISCAL AND DUES

Section 1. The fiscal year shall be the calendar year, January 1st to December 31st, inclusive.

Section 2. Dues and revenues:

A. Annual dues become due in advance of January 1st of each year, for the calendar year ahead. Notice of this shall be mailed with the regular mailing for the preceding year (November).

B. Membership dues shall be paid for the calendar year.

1. Regular members: **\$25.00 per year**. New members who wish to join in the final quarter of a calendar year shall have their dues applied to the next calendar year and have the rights and privileges of regular membership for the remainder of that year.

2. Director Emeritus and Honorary member dues: None

C. Failure to pay: Any member that has annual dues are still unpaid for the current year by February 1st, may be deprived of all privileges and honors of such membership until the dues are paid. Any member whose full current year's dues remain unpaid by March 1st, may be deemed to have thus tendered their resignation and shall cease to be a member of the Club, and so shall be notified.

D. Dues adjustments shall be taken up by the Board of Directors and require a majority vote of a quorum present.

E. Fund raising outside the Club involving the solicitation of substantial contributions from other corporations, organizations, or individual supporters shall be done according to volunteer participation.

ARTICLE VI

MEETINGS

Section 1. The annual meeting of the Club shall be held on the third Friday of November for elections of Directors and transaction of such business as shall come before it. Other meetings of the Club shall be called and held under any of the following:

- A. Upon the call of the President.
- B. Upon regular dates set by the Executive Board.
- C. Upon call of seven members of the Board of Directors.
- D. Upon the written request of 25 members setting forth the purpose thereof and directed to the President; and upon such a request the President shall call a meeting of the Board of Directors so that the time for the meeting may be scheduled within 30 days.

Section 2. Executive Board meetings shall be held regularly at the discretion of the President or upon request of an Executive Board member and/or member of the Board of Directors. The exchange of all pertinent business information shall be the order of these meetings.

A. A Quorum at Executive Board meetings of the Club shall consist of fifty percent of the Board Members (at least four members).

B. Proxy votes at Executive Board meetings shall be accepted.

Sections 3. Board of Directors meetings shall be held at least annually.

A. Absence: Any member missing three consecutively called meetings of the Board of Directors, without an excuse acceptable to it, may be declared vacant, and notification of this shall be mailed to that Director.

Section 4. Vacancies in the Board of Directors, as well as in the offices of President, Vice President, Treasurer, and Secretary shall be filled by the Executive Board with the approval of the Board of Directors for the unexpired terms thereof.

ARTICLE VII

ELECTIONS

Section 1. Directors are nominated for election by the Executive Board with input from the Board of Directors and once elected shall hold a term of three years.

A. Five Directors shall be elected annually.

B. A person shall be an active member in good standing at least two years prior to being eligible to be nominated for Director.

Section 2. Elections for Director shall be by ballot only. The list of candidates shall be printed in alphabetical order on the official ballot. On it shall be a column in front of each candidate's name, whereon "X" shall be plainly marked as a vote. Only official ballots, properly marked, shall be counted by the Executive Secretary and/or any Officer of the Club.

A. Ballots shall be mailed to all members with the November meeting notice. Ballots must be received by the Club prior to the commencement of the November meeting. Ballots shall be tallied at that meeting.

B. Each member shall be entitled to one vote provided dues are paid in full for the preceding year.

C. The highest number of votes for the candidates elect; shall fill the vacancies in the Board of Directors.

ARTICLE VIII

OFFICERS AND EXECUTIVE BOARD

Section 1. Officers shall consist of President, Vice President, Treasurer, and Secretary.

A. The President shall preside at all meetings of the Club as well as those of the Board of Directors; shall be ex officio member of all committees; shall be the

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Executive Officer of the Club; and shall have general supervision of its business and affairs. The President shall enforce all rules and regulations of the Club and shall perform such duties as are incidental to the office.

B. The Vice President shall assume the duties of the President in the absence of the President.

C. The Treasurer, in close coordination with the Executive Secretary, shall be responsible for the accounts of the Club. The Treasurer shall report the financial status of the Club to the Executive Board, or as requested by an Officer of the Club.

D. The Secretary shall be responsible for the accurate record of the Executive Board meetings and shall perform such duties are incidental to the office.

D. The Executive Secretary is appointed by the Executive Board and shall be approved by the Board of Directors. The responsibilities shall include, but not limited to, financial, membership, and associated duties. The Executive Secretary shall be duly compensated as directed by the Executive Board.

ARTICLE IX

COMMITTEES

Section 1. All committees shall report biannually to the Executive Board.

Section 2. The Membership Committee shall be by volunteer of the membership, and shall be supplied the necessary materials required to procure membership as directed by the Board of Directors.

Section 3. Committees shall be solicited by the Executive Board and the Board of Directors to enhance the posture of the Club in the community as necessary and thus will be appointed.

ARTICLE X

INSIGNIA AND OFFICIAL PIN

Section 1. There shall be an official insignia and pin.

ARTICLE XI

PUBLICATIONS

Section 1. A membership Directory shall be published annually and distributed to all members in good standing. Other organizations may receive the Directory as deemed necessary by the Executive Board.

Section 2. No member shall permit the Directory to be used for commercial or political purposes.

ARTICLE XII

RULES AND PARLIAMENTARIAN AUTHORITY

Section 1. The most recent edition of Robert's Rules of Order Newly Revised shall govern the conduct of meetings of the Executive Board, Board of Directors, membership, and in all cases where it is applicable.

ARTICLE XIII

AMENDMENTS

Section 1. These By-Laws may be amended, provided that the amendments:

A. Have been submitted by a member of the Board of Directors and/or Executive Board.

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A. Have been submitted by a member of the Board of Directors and/or Executive Board.

B. Amendments must be circulated to all members of the Executive Board and the Board of Directors for approval.

C. Amendments must receive a two thirds vote of the Board of Directors for ratification.

Section 2. The revised By-Laws become effective immediately after ratification, or as soon as practicable with respect to term limits, etc.