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CONSTITUTION AND BY- LAWS

OF

The Boeing Employees Flying Association of South Carolina

Preamble: We the members of the Boeing Employees Flying Association of South Carolina wish to provide our members access to safe, enjoyable and affordable flying and aviation related activities. Our purpose includes, promoting the spirit of aviation through our collective talents and interests to share in the fun, excitement, and fellowship of general aviation.

ARTICLE I - Purpose

The Boeing Employees Flying Association of South Carolina was incorporated under the laws of the State of South Carolina in 2014. It was formed as a non-profit corporation for the purpose of education and other purposes to foster, promote, engage and conduct all phases of flying and related activities.

It was incorporated by a group of Boeing employees for Boeing employees. The Association complies with PRO-99 to receive Boeing Company recognition and the support as defined in PRO-99. Rules of Operation shall be established by the Board of Directors and all members shall comply with said rules. Furthermore, the reference to "Association", "Club" or "Group" will be synonymous within these By-laws.

ARTICLE II - Place of Business

The place of business shall be The Boeing Employees Flying Association – South Carolina, 5400 International Blvd. Bldg 88-20 MC 7820-3439, Charleston, SC 29418.

ARTICLE III – Limitations

The Flying Club will carry out its activity under section 501C (7) of the Internal Revenue Service Code of 1954 or the corresponding provision of any future IRS law. No part of net earnings shall inure to the benefit of its members or other private persons, except to pay reasonable compensation for services rendered in the furtherance of the purposes. No substantial part of activities shall be propagandizing or otherwise attempting to influence legislation, nor shall the Flying Club participate or intervene in any political campaign on behalf of any candidate or public office.

ARTICLE IV - Membership

The membership shall consist of six categories:

1. General Members
2. Affiliate Members
3. Family Members
4. Associate Members
5. Guest Members
6. Service Members

General Members:

- Shall own an interest in the Association's property holdings by a share purchase and shall be open to the following:
- Boeing employees and retirees.
- Government, Customer and Vendor personnel assigned full time to The Boeing Company who have a permanent Boeing badge.

Affiliate Members:

- Shall be those who are qualified under "General Members" of this Article, but shall not have a membership term of greater than 6 months.
- Affiliate members will be limited to 5% of the total membership, shall not own an interest in the Association's property holdings, and shall not be able to cast a ballot concerning BEFC SC matters.
- Affiliate members will contribute an "Initiation Fee" as determined by the Board and outlined in the Rules of Operation.

Family Memberships:

- Shall be open to the spouse, domestic partner and IRS Dependents of a General member.
- The General member must declare the family membership in a signed statement to the Board.
- Family Members shall not own an interest in the Associations property holdings and shall not be able to cast a ballot concerning BEFA SC matters. Each additional Family membership will contribute an initiation fee as determined by the board and outlined in the Rules of Operation.

Associate Membership:

- Shall be owner(s) of aircraft leased by the Association. Associate Members shall not own an interest in the Association's property holdings, and shall not be able to cast a ballot concerning BEFC SC matters.
- Associate Members will contribute an initiation fee as determined by the board and included in the Rules of Operation. Associate Members will have access to the Associations fleet of aircraft and will follow the same Rules of Operation as General Members as long as the lease agreement with that member is in affect.

Guest Membership:

- Shall be open to former Boeing Employees, other than retirees.
- A former member of BEFA SC
- Dependents not qualified for Family Membership, stepchildren, grandchildren, parents and siblings of individuals who qualify for membership.
- Other individuals whose membership (in the judgment of the Board) would support and benefit the activities of BEFA SC.
- Guest members shall contribute an amount equal to the cost of a share as outlined in the Rules of Operation and will own an interest in the Association's property holdings, but shall not be able to cast a ballot concerning BEFA SC matters.

Service Members:

- Shall be individuals (with Board Approval) engaged by the association to provide service to BEFA SC. Such individuals may or may not be compensated as outlined by the Rules of Operation. Flying privileges shall be granted only when necessary for accomplishment of tasks for which they are engaged.

- Service members shall not own an interest in the Associations property holdings, and shall not be able to cast a ballot concerning BEFA SC matters, and shall not pay fees, dues, or insurance.

Applications for membership shall be made through the Secretary and membership shall be confirmed upon approval of the Board and payment of the prescribed initiation or Share member fees. The Board shall review and approve applications for membership without regard to race, color, gender, sexual orientation, age, religion, national origin, status as a special disabled veteran, or the presence of a disability.

All members upon initial acceptance into membership shall be provided with a copy of the Association By-laws, Rules of Operation, and a Membership Card.

General membership shall be reviewed each year in the month of January to verify the eligibility of members. Members not meeting all eligibility requirements of these Bylaws and the Rules of Operation shall be terminated or offered Guest membership at the discretion of the Board

ARTICLE V – Initiation Fee, Shares and Dues

The costs for a membership shall be as follows:

- Share of ownership
- Initiation fee
- Monthly dues
- Other fees

The amounts and conditions authorized for the items of Article V shall be determined by the Board based on the financial condition of the Association, and stipulated in the Rules of Operation. These adjustments to Shares, Initiation fees, Monthly dues and Other fees, will apply to existing members.

ARTICLE VI- Meetings

- Regular membership meetings shall be held at the times and places designated by the Board. Notice of the times and places of the meetings shall be communicated to each participating member via their choice of communication determined on their application. They will be notified no less than five days prior to the meeting date. Notification may consist of US Postal mail, e-mail, telecom, and/or Club Website.
- Board meetings shall be held at such times, places and upon such notice as the Board may direct. The Board may delegate to the President the authority to call meetings and to give notice thereof.
- Special meetings of the Board may be called by the Secretary at the request of any two members of the Board.
- Special membership meetings must be called by the Board upon the written petition to the Secretary signed by fifteen members.
- Special membership and special Board meetings may be held after due notice, but no business other than that set forth in the agenda attached to the meeting notice shall be transacted. These meetings shall be closed to non-members except when specifically designated otherwise.

- A quorum at all meetings, other than Board meetings, shall be constituted by one-third of the General members. At Board meetings, a quorum shall be two-thirds.

ARTICLE VII – Proxies

The right of proxy representation at meetings may be exercised by the General members.

ARTICLE VIII – Rules of Order

In case of question concerning methods of procedure at business meetings, Robert's Rules of Order shall prevail.

ARTICLE IX – Boards and Duties

There shall be an Executive Board of Directors (Termed "The Board" in these Bylaws).

The Board shall consist of the following officers:

1. The President,
2. Vice-President,
3. Secretary
4. Treasurer
5. Operations Officer
6. Safety Officer

If requested by the Board, a Recreation Advisor provided by The Boeing Company shall serve as a non-voting ex-officio member of the Board.

The Board shall decide on all expenditures, promotion of activities, appointments of committees, and the general governance of the Association.

The Board has the authority to purchase, sell or lease airplanes and equipment as necessary and to secure financing as required.

The Board shall meet each month prior to the first regular membership meeting of the month. Date and time of meeting shall be set by the President

Safety Board

- The Safety board will consist of the President, Operations Officer, Safety Officer and one appointed from the membership at large.
- The Safety Board shall investigate accidents, incidents and occurrences arising from the operation of the BEFA SC aircraft by BECA SC members.
- The Safety Board shall report findings and recommendations to the Board for final action.

ARTICLE X – Officer Duties

Individual officers may exercise specific, lawfully delegated powers of the Board in the management of the business and affairs of the Association.

Any Board member who misses (3) three consecutive scheduled Board meetings shall forfeit his position on the Board and resign unless undue circumstances would prevent their ability to attend.

These circumstances will be reviewed by the Board for legitimacy.

In addition, any Board member who misses (5) five scheduled meetings within any consecutive twelve month period shall forfeit his position on the Board and resign.

The President shall:

- Preside at all business meetings.
- Be Chairman of the Board of Directors.
- Appoint committees, not otherwise provided for, and fill committee and proteome vacancies.
- Perform such other duties as the office may require.
- Attend all meetings of the Boeing Employees Recreation Council, or delegate a representative in case of his inability to attend.
- Be responsible for the promotion and vision of the Club.
- He/she shall assume active constructive leadership of the Flying Club and shall exercise general supervision over its affairs and activities. He/she shall perform duties customary to the office and serve as a member exofficio on all standing committees.
- Have authority to delegate responsibilities when needed.

The Vice-President shall:

- Oversee and coordinate the efforts of all major committees.
- Perform the duties of the President in the absence of that officer.
- Have authority to delegate responsibilities

The Operations Officer shall:

- Supervise and arrange for all Association flight activities, and for this purpose, will maintain the means of a scheduling system.
- Be responsible for constraining use of Association's aircraft so as to be consistent with the best interests of the Association, and keep all appropriate records.
- Be responsible for proper maintenance of the Association aircraft.
- Act as Chairman of the Rules Committee.
- Have authority to delegate responsibilities.

The Secretary shall:

- Keep the minutes of all meetings.
- Maintain an up-to-date membership roster and report additions or deletions
- Initial contact for potential members seeking membership in the club
- Receive and process applications from perspective members for approval by the Board
- Keep a record of regular membership meeting attendance.
- Handle all Association correspondence.
- Prepare and establish a regular Association Newsletter
- Prepare and distribute ballots pertaining to amendments to these Bylaws.
- Have authority to delegate responsibilities.

The Treasurer shall:

- Be responsible for accurate accounting of all financial transactions of the Association.
- Be responsible for receipt and disbursement of Association funds subject to the will of the Board.
- Make disbursements by check and or accurately account for any electronic transactions.

- Be responsible for rendering a monthly financial report.
- Submit a quarterly financial and membership report to the Recreation Unit.
- Prepare and present an annual budget forecast to the Recreation Unit.
- Have authority to delegate above responsibilities.

The Safety Officer shall:

- Establish guidelines pertaining to Safe Operating Practices and ensure publication.
- Establish requirements and curriculum for all check rides.
- Review itinerary of cross-country trips for proper planning and consistency with airplane and pilot capability.
- Ensure adequate records of check rides, licenses and medical examinations for all members.
- Review qualifications and recommendations and submit names of prospective flight instructors and check pilots for approval of the Board.
- Coordinate activities of Board approved flight instructors and check pilots.
- Have authority to delegate above responsibilities

An officer may elect to terminate his or her role as an officer prior to the end of his or her term, or a majority of the membership may elect to terminate his/her role at a regularly scheduled meeting of the Flying Club. In this instance, the vacant position shall be filled by appointment by the Executive Board.

ARTICLE XI – Committees and Duties

There may be a ***Rules Committee***, a ***Program Committee***, a ***Membership Committee*** and a ***Publicity Committee*** as required. Except for the Rules Committee, each shall be chaired by an appointee of the Board and staffed by appointees of the Committee Chairman.

There shall be an Executive Committee comprised of the President, the Treasurer, and the Operations Officer. Additional members may be appointed from time-to-time, by the Chairman.

The Executive Committee shall, upon Board request, review questions of business interest to the Association and make reports and recommendation for disposition by the full Board.

There shall be an Election Committee comprised of the Chairman and at least two members, all of whom shall be appointees of the Board at least two months prior to the election.

The Rules Committee shall:

- Be chaired by the Operations Officer.
- Review, recommend and submit for Board approval rules and/or changes to the rules not covered by the provisions of these Bylaws.
- Cause to be published, after Board approval, revised "Rules of Operation".

The Program Committee shall:

- Plan and coordinate the program for the regular membership meetings.
- Cause publication of notices and agenda for the regular membership meetings.

The Membership Committee shall:

- Furnish new members with the procedures and operation of the Association.
- Acquaint new members with the procedures and operation of the Association.

The Publicity Committee shall:

- Prepare and cause to be distributed all advertising material associated with the Association's activities.
- Coordinate with the Recreation Unit all publicity prior to release.

The Election Committee shall:

- Nominate Association members for the Officer positions.
- Accept additional officer position nominations during the nomination meeting.
- Prepare and distribute ballot and voting instructions to all Participating members of record. Tabulate ballots.
- Submit election results to the Secretary.

ARTICLE XII – Elections

An Officer position shall be filled by secret mail ballot in October, term beginning January one (1) of following year.

The term for each office shall be two years.

Officer's position shall be filled by election each year as follows:

- The position of President, Operation Officer and Secretary shall be filled for terms starting with even numbered years
- The positions of Vice-President, Safety officer and Treasurer shall be filled for terms starting with odd numbered years.

Board membership is open to General members according to the following:

- The President and Treasurer must be an active Boeing employee.
- The Vice-President and Secretary may be an employee or a retiree from Boeing.
- No two (2) members of the same family may simultaneously hold offices of President, Vice President, Secretary or Treasurer.
- Any other Board member positions, whether elected or appointed, may be held by
 - a participating member, or by a family member.
- If a Treasurer retires during his/her term, he/she can serve out the rest of the term.

Only General Members are eligible to vote.

A candidate is elected by a plurality of ballots cast for that office. In case of a tie vote, the Board and an officer recall election shall be held upon presentation of a petition by a Participating Member to the Board.

The petition of recall must be signed by at least 10% of the General Membership.

An Election Committee shall be established by the Board to verify the validity of the petition signatures and to perform the functions of Article XII.

Two thirds of those responding must vote for recall for it to take effect. If a recall is approved the office shall be filled according to Article XII and the officer shall be elected by a majority vote of the Board and the Election Committee members.

The President of the Board shall direct the Election Committee to select two candidates for the vacated position.

The Board and the Election Committee shall vote for the successor of the vacated position.

Conflict of Interest:

No BEFA-SC member with a conflict of interest with respect to the management of, or operation of, BEFA-SC shall serve as a BEFA-SC officer or serve on the Board. such a Conflict of Interest shall be defined as follows:

- Employment by, or direct or indirect interest in any firm, organization, corporation, partnership, or enterprise with which BEFA-SC conducts business.

This restriction shall **not** apply to the ownership of aircraft leased to BEFA-SC by General members who have been elected or appointed to the Board.

However, any BEFA-SC officer who is or has expressed intent to be involved in any way in the ownership of an aircraft leased to BEFA-SC must abstain from any Board deliberations or votes associated with aircraft leases.

ARTICLE XIII – Membership Termination & Loss of Privilege

Voluntary termination requires a written notice to the Secretary at least 30 days in advance of the effective date. Membership termination shall not relieve any member from any liability for dues, assessments, or other obligations to the Club which are unpaid at the time of termination. “Share of ownership” or “Initiation fee” may be refundable on a pro-rated term within the 1st sixty days (60) of membership only.

Involuntary termination of a Boeing employee or General member, also applies to membership in the BEFC-SC. (see Article IV membership). Membership termination shall not relieve any member from any liability for dues, assessments, or other obligations to the Club which are unpaid at the time of termination.

Expulsion, membership suspension, or revocation of Club privileges for cause may be affected by a majority vote of the Board. The member must be invited to participate in the Boards hearing.

An expulsion investigation may be recommended by any member by making known the grounds to the Board, the Safety Board, or the Rules Committee.

Notice of automatic expulsion or suspension shall occur when member charges due the Association are 60 days in arrears.

Any refund of the “members share” or “Initiation Fee” whether the membership was voluntary or Involuntary will be confirmed by the Board and when the Treasurer determines that the Association's resources will permit, but no later than 15 days after sufficient funds are available.

Flying and scheduling privileges of aircraft controlled by the Association shall cease on:

- The effective date of a voluntary termination.
- The date on which charges due the Association are 30 days in arrears.
- The date of grounding for any rule infraction.

ARTICLE XIV – Government

The entire management and government of this Association, except as otherwise expressly provided herein shall be invested in the Board.

ARTICLE XV – Association Property

The Association shall procure and own property holdings as approved by a majority of the entire Board.

Property holdings purchased by the Association with the Association funds shall be considered Association Property and not the property of any individual member or group of members.

Member's claim on or interest in the assets, property or equipment of the Association shall cease upon termination of membership for any cause.

The Association shall endeavor to provide one airplane for each fifteen (15) participating members. This ratio shall not be less than one airplane for each thirty (30) participating members.

In the event of damage to any property controlled by the Association, the following shall apply:

- When damage occurs that is not caused by aircraft equipment or engine malfunction, the cost of repairs up to a maximum amount, as stipulated in the Rules of Operation, shall be borne by the member at fault. The balance of the repair costs shall be assessed equally upon all members of the Association, or be taken from the Treasury.
- Where damage is a result of aircraft, equipment, or engine malfunction, repair costs shall be borne entirely by assessment or taken from the Treasury.

ARTICLE XVI – Treasury

The Board shall specify a commercial depository for providing checking and savings services as required. All checks shall bear at least two signatures duly authorized by the Board.

The Board shall establish the amount in excess of budget items which the officers may disburse without Board Approval of the specific expenditures. Such

expenditures shall have approval of at least two out of three of the following officers: President, Vice President or Treasurer.

The financial accounts of the Association shall be subjected to an annual independent audit.

ARTICLE XVII – Records, Books and Accounts

A permanent file of all correspondence, reports and publications of the Association shall be maintained by the Secretary. The following records are required under these Bylaws.

- Summary of policy and procedure for conducting business.
- Summary report of Board and members in policy directives
- Minutes of the board and membership meetings
- Other records as the Board may direct
- The fiscal year of association shall begin January 1 and end December 31
- Separate financial and budget accounts shall be maintained for the general business operations and each airplane operated by the Association.

ARTICLE XVIII – Services and Supplies

Services and supplies provided by the Association to its members and charges for same shall be approved by the Board prior to the announcement of the service. The Board shall change the charges as necessary to maintain the Association on a sound financial basis.

No member, other than officers and agents shall use stationery bearing the letterhead or emblem of the Association unless such stationery is suitably identified as member stationery.

ARTICLE XIX – Publications

The Association shall issue such publications as the Board may direct. One copy of each publication shall be placed in the permanent file of the Secretary.

ARTICLE XX – Emblem

The emblem of the Association shall be in a form approved by the membership.

ARTICLE XXI - Seal

The seal of the Association shall be in the form of a circle and shall bear the name of the Association, and the word "seal".

ARTICLE XXII - Amendments

These Bylaws may be altered, amended, or replaced by the affirmative vote of 60 percent of the General members by ballot. Written notice of such an amendment must be communicated by the general members not less than five days in advance, indicating that a vote will be taken.

Article VII shall apply. Notification will consist of US Postal mail, e-mail, or telecom.

ARTICLE XXIII - Dissolution

The Association may be dissolved through the procedures specified by the laws of the State of South Carolina.

In the event of the BEFA-SC (Boeing Employees Flying Association –South Carolina) disbanding, Club proceeds from the disposal of airplanes, airplane accessories, and all other club property etc. shall be used to first pay any club debts and second to refund the the Genral Members and Guest Members an equal sum up to their original “Share of ownership” or “Initiation Fee” investment.

Only members in good standing at the time of dissolutionment are eligible. Any remaining proceeds will be dispersed to the Boeing Employees Community fund and directed based on vote of the membership to where ECF should disperse the funds.

These BEFA-SC By-laws are hereby agreed to and in affect by the signature of the following:

Print Name: _____ Sign Name: _____ Date: _____
Club President

Print Name: _____ Sign Name: _____ Date: _____
Club Vice-President

Print Name: _____ Sign Name: _____ Date: _____
Club Secretary

Print Name: _____ Sign Name: _____ Date: _____
Club Treasurer

Print Name: _____ Sign Name: _____ Date: _____
Recreation Staff
The Boeing Company