

# **Bylaws of the Buffalo Mountain Flyers of Talihina, Inc.**

April 12, 2020

## **Article I Name and Purpose**

Section 1 The name of the association is the Buffalo Mountain Flyers of Talihina, Inc., abbreviated as Buffalo Mountain Flyers, or BMF.

Section 2 BMF is a Chapter of the United States Hang Gliding and Paragliding Association (USHPA) and will maintain chapter status with USHPA.

Section 3 The purpose of BMF is to improve, maintain, and promote the sport of flying hang gliders and paragliders in the Ouachita Mountains and surrounding area by 1) acquiring and preserving flying sites by working with governmental agencies, private individuals and/or organizations, 2) promoting safe and mature flying practices which incorporate USHPA guidelines and applicable Federal Aviation Regulations, 3) providing forums, meetings, competitions & fly-ins, and other activities to foster the exchange of information, and 4) improving the public image of the sport.

## **Article II Membership**

Section 1 A member of BMF is any individual whose membership application and yearly dues (covering the member's current 12 month period) have been accepted by a BMF Officer or Director. Membership is open to anyone interested in the sport of hang gliding or paragliding, regardless of race, color, creed, national origin, religion, sex, age, disability, sexual orientation, or wing-type.

Section 2 BMF members will be granted access to any BMF membership website and/or membership forum, will receive all BMF member communications, and may vote as provided in these bylaws.

Section 3 A limited duration non-voting membership may be established with limited privileges subject to approval by a Membership Wide Vote.

Section 4 A minor must have the written consent of their parent(s) or guardian(s) on their membership application form.

Section 5 Yearly memberships expire at the end of the member's Anniversary Month (the month in which the member first joined BMF, or December if joined prior to 2010). Membership renewals are payable on or before the last day of a member's Anniversary Month. Membership dues amount and any related fees or discounts may be changed by a Membership Wide Vote. These must be clearly defined on the membership application and posted on any BMF website within 1 week of any membership approved change.

Section 6 A BMF membership may be suspended or revoked, for cause, such as a serious violation of BMF rules or for conduct prejudicial to the best interest of the BMF. Such action will require a unanimous minus one vote of all Officers/Directors. No refund of dues will be awarded for a revoked membership.

Section 7 Current USHPA membership with appropriate pilot rating is required in order to participate in any flying related activity at any BMF managed site.

## **Article III Board of Directors**

Section 1 The regular business of the BMF will be managed by a Board of Directors (BOD) consisting of 7 BOD members elected by the membership. Within the BOD all issues will be decided by the affirmative vote of at least a two-thirds majority of the total board members, except for specific matters described elsewhere in these bylaws. The BOD must keep the membership informed of all of its activities and actions on a timely basis.

Section 2 The 7 members of the BOD will be made up of 5 Officers and 2 Directors at Large. The 5 Officers will consist of the President, Vice-President, Secretary, Treasurer, and Safety Officer. The 2 Directors at Large have no specific duties other than representing the interests of the membership, however they may take on additional responsibilities during the course of their term as approved by the BOD.

Section 3 The term of office for all Directors and Officers is one year. If reelected a member may serve multiple terms and/or different offices. Elections will be held in December at the end of each calendar year with a Membership Wide Vote. The election will be valid only if the total number of voters participating is equal to or greater than a Quorum. The new BOD members will assume their responsibilities on January 1<sup>st</sup> of the following calendar year. Candidates for office may be nominated or volunteer prior to the Membership Wide Vote. All candidates must be BMF members and their nominations must be seconded by another BMF member. The names of the candidates for office will be communicated to the membership prior to the Membership Wide Vote, allowing the minimum time periods for discussion and voting as outlined under Article V, with additional nominations allowed during the discussion period.

Section 4 If 3 or more candidates are running for any one Officer position and none receive a majority of the total votes cast, a runoff election will be conducted for the two candidates with the highest number of votes. Election of the 2 Directors At Large will require nominations for a pool of 2 positions, with each member voting for their favorite 2. The top 2 candidates with the highest number of votes will fill the 2 positions.

Section 5 Elected BOD members must maintain both BMF membership and USHPA membership throughout their term of office. Failure to renew either membership will be considered equivalent to resignation of office.

Section 6 Any BOD vacancy shall be filled by membership vote within 28 days. Until such vote, the remaining BOD members may appoint an existing BOD member to fulfill the duties of the vacated member.

Section 7 Officers and Directors will serve on a voluntary basis without compensation or reward.

Section 8 The duties of the Officers are as follows:

President - The President will preside at all meetings (physical or virtual) and, with the approval of the BOD, manage the affairs of the BMF, appoint Committee Chairpersons, and sign and execute all contracts in the name of BMF. All signatures by the President should include "President - Buffalo Mountain Flyers of Talihina, Inc."

Vice-President - The Vice-President will be vested with all the powers and perform the duties of the President in case of the absence or disability of the President, and perform other duties as delegated by the BOD. All signatures by the Vice-President should include "Vice-President - Buffalo Mountain Flyers of Talihina, Inc."

Secretary - The Secretary will maintain records of member applications/registrations, expirations, and renewals, plus the currency of USHPA membership and site waivers (if any). A current membership roster will be maintained with all pertinent information. The Secretary (or designee) will record and publish the minutes of all membership meetings, request and make corrections as needed, and report final draft for approval by the members. At least quarterly the Secretary will report to the members all BOD decisions made and actions taken since the previous report. The Secretary will be responsible for communicating meeting notices, publishing approved documents, maintaining USHPA chapter status and site insurance, maintaining archives of BMF meeting minutes, correspondence, membership and other records, and will perform other duties as delegated by the BOD. All signatures by the Secretary should include "Secretary - Buffalo Mountain Flyers of Talihina, Inc."

Treasurer - The Treasurer will manage the receipt and deposit of all BMF funds, make disbursements authorized by the BOD and/or membership, account for all receipts, disbursements, and balance on hand each quarter, prepare financial reports as required, and retain appropriate financial records with supporting documentation. The Treasurer will report on the BMF financial status to the members annually and to the BOD quarterly or as needed, and will perform other duties as delegated by the BOD. All signatures by the Treasurer should include "Treasurer - Buffalo Mountain Flyers of Talihina, Inc."

Safety Officer - The Safety Officer will develop and maintain a risk mitigation plan for each of BMF's flying sites, communicate safety concerns and recommend safety related projects to the BMF BOD, coordinate safety programs and activities between USHPA and BMF, and will be responsible for accident reporting to BMF BOD and USHPA. All signatures by the Safety Officer should include "Safety Officer - Buffalo Mountain Flyers of Talihina, Inc."

All Officers & Directors - Any BMF Officer or Director may accept membership applications and registrations or these may be submitted with an on-line system. Any application/registration forms will be transmitted to the Secretary in a timely manner. Any dues/fees paid with member applications/registrations will be transmitted to the Treasurer and deposited in a timely manner.

Section 9 An Officer or Director may be removed from office for cause, such as a continuing neglect of duty, a serious violation of BMF rules or the bylaws of BMF, or for conduct prejudicial to the best interests of BMF. Such action shall require a unanimous vote of all the other BOD members.

## **Article IV Committees**

Section 1 Committees may be formed by the President at any time with Committee Chairpersons appointed by the President subject to approval by the BOD. Members are appointed to or dropped from the committee by the Committee Chairperson with the approval of the President. Committees function as special groups organized to carry out specific activities of the club. Committee decisions and/or recommendations must be submitted to the BOD for approval, and the BOD may additionally conduct a Membership Wide Vote for a major decision if they feel it is appropriate or if required elsewhere in these bylaws.

## **Article V Membership Meetings and Voting**

Section 1 A Regular Meeting of BMF members may be called by the BOD as needed for the purpose of discussing any BMF business. A Regular meeting does not require a Quorum as any motions/proposals would be submitted to the BOD to consider or to take to a Membership Wide Vote according to requirements elsewhere in these bylaws. The time, place and purpose of any meeting will be selected by the Board and notification provided to every member not less than 9 days and not more than 28 days prior to the scheduled meeting.

Section 2 At least 1 (optimally 2) Regular Meetings shall be held each calendar year. Physical meeting location will be rotated between Arkansas and Oklahoma and should be scheduled during popular events if possible in order to increase participation.

Section 3 For the purpose of membership voting as described by these bylaws, a Quorum will be defined as 25% of current members (any fraction is always rounded up), or 8 members, whichever is greater.

Section 4 Any vote by the members must be conducted with a Membership Wide Vote so that every member has an opportunity to cast their vote without need to travel to a physical meeting. A Membership Wide Vote may be conducted for any matter deemed appropriate by the BOD or required by these bylaws. In such cases a vote of the membership may be taken by mail, fax, email, or on-line poll, or any combination thereof, subject to the following requirements: 1) All members must be informed of the ballot question(s) not less than 9 days and not more than 28 days prior to commencement of voting. This time period is provided for discussion among members. 2) Prior to commencement of voting, all members must receive instructions for any method that will be used for casting their ballot. 3) An additional period of not less than 9 days and not more than 14 days must be given after commencement of voting, for collection of votes prior to final tally and notification of results. 4) Neither of the previously mentioned communications, nor the ballot itself, shall contain any recommendation, discussion, or question wording designed to sway a vote to a particular outcome. BOD members may present their opinions only by using the same methods provided to the general membership. 5) A ballot question will pass only by the affirmative vote of a majority of the total votes received provided that the total number of votes received on the particular question is equal to or greater than a Quorum, except for specific matters described elsewhere in these bylaws.

Section 5 A Special Membership Wide Vote may be called with a petition by a number of members equal to or greater than that required for a Quorum, when communicated in writing to any BOD member. Said vote will be scheduled by the BOD to occur within 28 days of receipt of such petition, subject to the same notification requirements as any Membership Wide Vote.

Section 6 A decision by the membership on a specific issue in any valid Membership Wide Vote may not be overruled by the BOD. The membership will also reserve the right to approve any changes in annual dues, to decide whether to acquire a new site or to abandon an existing site, and whether to make any expenditure exceeding \$1000, or sell any asset \$1000 or greater in value.

Section 7 Exception to all Quorum rules contained in these bylaws: If the total BMF membership falls to 7 or fewer members, a Quorum will be equal to the total number of current members, and voting on all issues (other than elections) will be decided by the affirmative vote of at least a two-thirds majority of the total membership.

## **Article VI Dissolution**

Section 1 Dissolution of the BMF will occur upon an affirmative vote of at least two-thirds of the total membership, or upon the permanent loss of non-profit status.

Section 2 In the event of dissolution, the assets of the BMF will be turned over to a local non-profit organization willing to take the responsibility of managing BMF flying sites. If there are no local groups available, then the assets will be turned over to the Foundation for Free Flight, Inc., its successor in interest, or in the event that the Foundation and/or its successor has been dissolved, to a non-profit entity, hopefully with a commitment to foot-launched soaring flight.

## **Article VII Amendments**

Section 1 These bylaws may be amended only by the affirmative vote of at least a two-thirds majority of the total number of votes received in a Membership Wide Vote provided the total number of votes received on the particular question is equal to or greater than a Quorum . An amendment may be proposed by the BOD, or by a petition of the membership as described within Article V. All proposed amendments must be published in full as part of the notification for the Membership Wide Vote.

Section 2 These bylaws were ratified by the BMF membership on January 26, 2020. Any future amendments shall cause change to the main body of text, with old versus new text detailed and dated below:

(deleted text shown as ~~strikethrough~~, added text underlined):

2020 April 12 Article II Section 2: BMF members will be granted access to any BMF membership website and/or membership forum, will receive all BMF member communications, and may vote as provided in these bylaws. ~~Current USHPA membership is required for flight privileges at any sites that BMF insures through USHPA.~~

2020 April 12 Article II Section 3: ~~Temporary guest memberships may be established for flight privileges where applicable, without voting privileges or other member privileges.~~ A limited duration non-voting membership may be established with limited privileges subject to approval by a Membership Wide Vote.

2020 April 12 Article II Section 5: Yearly memberships expire at the end of the member's Anniversary Month (the month in which the member first joined BMF, or December if joined prior to 2010). Membership renewals are payable on or before the last day of a member's Anniversary Month. Membership dues amount and any related fees or discounts, and guest fees may be changed by a Membership Wide Vote. ~~Dues and fees~~ These must be clearly defined on the membership application ~~form~~ and posted on any BMF website within 1 week of any membership approved change.

2020 April 12 Article II Section 6: A BMF membership may be suspended or revoked, for cause, such as a serious violation of BMF rules or for conduct prejudicial to the best interest of the BMF. Such action will require a unanimous minus one vote of all Officers/Directors. No refund of dues will be awarded for a revoked membership.

2020 April 12 Article II added: Section 7 Current USHPA membership with appropriate pilot rating is required in order to participate in any flying related activity at any BMF managed site.