

BYLAWS

of the

BOEING EMPLOYEES' FLYING CLUB – ST. LOUIS, INC.

BEFC-STL



Revision B
September 2017



Revision History

A: Revision A (June 2008) updates the membership categories. It redefines participating members, adds general members and social members, and redefines associate members.

B: Revision B (Approved Sept 27, 2017) Makes updates to comply with non-profit 501(c)7 status, clarify membership types, club purpose, and insurance policy deductible.

Terminology is updated to reflect the non-profit structure of the club by changing all references of 'Member Shares' to 'Member Deposits'. Clarification that all costs and fees as well as refund terms are set by the Board and will be published in the Operating Rules. Clarify that the member insurance deductible amount is set in Operating Rules and not specifically tied to the policy terms as Insurance Company policy terms have changed over time. Further clarification & cleanup of all member types were also made. Small change to the club purpose to reflect all club members work together to maintain the fleet & club, and that the Board is to screen new applicants for those who will benefit the club. Clarify several membership LOA items. Provide a way to appoint Executive Committee Chair if the past president is unable to serve. Finally, add a protection from recourse clause for the Club against terminated members (Art III, Sect 11).



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ARTICLE I – PURPOSE

SECTION 1. General

- (a) The Boeing Employee’s Flying Club – St. Louis, hereinafter referred to as the "Club", “BEFC-STL”, or by name, was incorporated under the laws of the State of Missouri in 2005 as a non-profit corporation for charitable education and other purposes as follows: to foster, promote, engage in and conduct all phases of flying and related activities; to promote the camaraderie and fellowship of pilots and work together to provide well-maintained aircraft for members' use at reasonable cost.
- (b) It was incorporated by a group of Boeing employees for Boeing employees, and is totally independent and distinct from The Boeing Company. The Club complies with Boeing Company Procedure PRO-99 to receive Boeing Company recognition and funding support.
- (c) Rules of Operation shall be established by the Board of Directors, hereinafter referred to as the "Board", and all members shall comply with said rules.

ARTICLE II - PLACE OF BUSINESS

SECTION 1. The place of business of the corporation shall be BEFC-STL, c/o Recreation Services St. Louis, MC S064-4200, The Boeing Company, PO Box 516, St. Louis, Missouri, 63166

ARTICLE III - MEMBERSHIP

SECTION 1. Membership in the Club is a voluntary privilege. Membership shall be as defined in Boeing Company Procedure PRO-99 or as defined in the following sections of this article and must be approved by the Board. The combination of non-dependent members and associate members must not exceed 10% of the club membership.

SECTION 2. BEFC-STL membership shall consist of the following:

- (a) General Members
- (b) Social Members
- (c) Participating Members
- (d) Associate Members
- (e) Service Members



SECTION 3. **General Members** shall have club aircraft flying privileges as defined in the Operating Rules, be able to cast a ballot concerning BEFC-STL matters, may hold office, and shall be open to the following:

- (a) Boeing employees and retirees,
- (b) Government, Customer, and Vendor personnel assigned full time to The Boeing Company who have a permanent Boeing badge,
- (c) CFIs approved by the Board to instruct at BEFC-STL.

SECTION 4 **Social Members** shall have no club aircraft flying privileges, shall not be able to cast a ballot concerning BEFC-STL matters, may not hold office, and shall be open to the following:

- (a) Boeing employees and retirees,
- (b) Government, Customer, and Vendor personnel assigned full time to The Boeing Company who have a permanent Boeing badge,
- (c) CFIs approved by the Board to instruct at BEFC-STL.

SECTION 5. **Participating Members** shall have club aircraft flying privileges as defined in the Operating Rules, shall not be able to cast a ballot concerning BEFC-STL matters, may not hold office, and shall be open to:

- (a) Employee's and retiree's spouses or domestic partners
- (b) Employee's and retiree's dependents provided they remain continuously dependent upon the employee for their principal support
- (c) Must be a dependent of a General Member or Social Member. The supporting General Member and Social Members must declare the family member as a dependent in a signed statement to the Board.
- (d) Other Non-Boeing individuals, if proposed for Participating Member, must have approval in writing from Boeing Recreation Services.

SECTION 6. **Associate Members** shall have club aircraft flying privileges as defined in the Operating Rules, shall not be able to cast a ballot concerning BEFC-STL matters, may not hold office, cannot sponsor an immediate family member for Participating membership, and shall be open to:

- (a) Former Employees.
 - 1. Former Employees are defined as individuals (other than retirees) who voluntarily terminated their employment or individuals who were previously employed by the company and terminated as a result of a reduction in force.

The following are conditions of Associate Membership:

- A. Former employees must have been employed by the company and been active members in good standing of the club for which they are seeking Associate Membership for a minimum of 3 consecutive years immediately prior to their application for Associate Membership.



- B. Former employees must provide evidence of their termination status such as a copy of their resignation letter or a copy of their reduction in force notice, prior to approval of their associate membership.
- C. Associate members shall agree in writing prior to approval of membership to comply with all rules, bylaws, and standards established for the safety and well being of the members of the recreation clubs
- D. Associate members who violate safety or conduct rules established by the Recreation Department may have their membership revoked by a majority vote at any business meeting of the club. No terminated associate member shall be eligible for reinstatement of his or her membership.

SECTION 7. **Service Members** shall be individuals engaged by the Club to provide service to BEFC-STL. Such individuals may or may not be compensated. Flying privileges shall be granted only when necessary for accomplishment of the tasks for which they are engaged. Service Members shall not be able to cast a ballot concerning BEFC-STL matters, shall not hold office, and shall not pay fees, dues, nor insurance.

SECTION 8. Application for membership shall be made through the Secretary and membership shall be conferred upon simple majority of the Board and payment of the prescribed charges and fees established by Article IV. The Board shall review and approve applications for membership without regard to race, creed, color, sex, age or national origin. The Board shall evaluate & screen applications for applicants who aspire to the club's purposes and goals.

SECTION 9. All members upon initial acceptance into membership shall be provided with a copy of the Club Bylaws and Rules of Operation.

SECTION 10. Prior to an individual being accepted into membership, they will sign a release from liability and indemnity agreement (for the benefit of The Boeing Company and the Club Officers).

SECTION 11. Any member whose membership in the club is terminated shall, upon the return of the deposit (less withholdings), have no recourse against the Club, any Member, or any Officer of the Club.



ARTICLE IV - DEPOSIT, INITIATION FEES, DUES, and OTHER COSTS

SECTION 1. The costs for all ARTICLE III membership types shall include the following and shall be published in the Rules of Operation:

- (a) Security Deposit
- (b) Initiation Fee (paid to the club maintenance fund)
- (c) Monthly Dues
- (d) Assessments
- (e) Other Fees

SECTION 2. The amounts authorized for the items in SECTION 1 shall be recommended and approved by the Board based on the financial condition of the Club and published in the Rules of Operation. Terms and/or conditions under which a security deposit will not be returned shall be determined by the Board and also published in the Rules of Operation.

SECTION 3. Adjustments to the items in SECTION 1 shall apply to existing members.

SECTION 4. Members on LOA are subject to Article IV. An LOA dues structure may be set by the Board per SECTION 2.

ARTICLE V – MEETINGS

SECTION 1. Regular membership meetings shall be held at the times and places designated by the Board. Members will be notified of the times and places of the meetings not less than ten (10) days prior to the meeting date. Notification may consist of either US Postal mail, e-mail, telecom, and/or Club Website.

SECTION 2. Board meetings shall be held monthly, date, time and place shall be designated by the President. Members will be notified of Board meetings at least five (5) days or otherwise delivered no less than two (2) days prior to the meeting date. Notifications may consist of US Postal Mail, e-mail, or telecom.

SECTION 3. Special meetings of the Board may be called by the Secretary at the request of any two (2) members of the Board. Special membership meetings must be called by the Board upon the written petition to the Secretary signed by one half of the membership.

SECTION 4. Special meetings as defined in SECTION 3 must 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 approved by the Board.

SECTION 5. When club business is transacted, a quorum shall be present in person, by teleconference, or by proxy. A quorum is defined as two-thirds (2/3) of the Board



for Board meetings, and one-third (1/3) of the general membership for general membership meetings.

ARTICLE VI - PROXIES

SECTION 1. The right of proxy representation at meetings may be exercised by General Members.

ARTICLE VII - RULES OF ORDER

SECTION 1. In case of question concerning methods of procedure at business meetings, Robert's Rules of Order shall prevail. Final interpretation shall reside with the Secretary.

ARTICLE VIII - BOARDS AND DUTIES

SECTION 1. There shall be a Board of Directors and a Safety Board.

SECTION 2. Board of Directors (Termed "Board" in these Bylaws).

- (a) The Board shall consist of the following officers: President, Vice-President, Secretary, Treasurer, Operations Officer, and 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.
- (b) The Board shall decide on all expenditures, promotion of activities, appointments of committees, and the general management of the club.
- (c) The Board has the authority to purchase, sell or lease airplanes and equipment as necessary and to secure financing as required.
- (d) The Board shall meet each month prior to the first regular membership meeting of the month. Date, time, and place of the meeting shall be set by the President.
- (e) Compensation of Board Members shall be recommended by the Board, approved in accordance with ARTICLE XXI and published in the Rules of Operation.

SECTION 3. Safety Board

- (a) The President, Operations Officer, Safety Officer and one appointed from the General Membership shall constitute the Safety Board.
- (b) The Safety Board shall investigate accidents, incidents, and occurrences arising from operations of BEFC-STL aircraft and equipment by BEFC-STL membership.
- (c) The Safety Board shall report findings and recommendations to the Board of Directors for final action.



ARTICLE IX - OFFICER DUTIES

SECTION 1. Board Members

- (a) Individual officers may exercise specific, lawfully delegated powers of the Board in the management of the business and affairs of the Club.
- (b) Any Board member who misses three (3) consecutive scheduled Board meetings shall forfeit his position on the Board and resign. In addition, any Board member who misses five (5) scheduled meetings within any consecutive twelve (12) month period shall forfeit his position on the Board and resign.

SECTION 2. The President shall:

- (a) Preside at all business meetings.
- (b) Be Chairman of the Board of Directors.
- (c) Appoint Committee Chairmen not otherwise provided for, and fill committee and pro-tem vacancies.
- (d) Perform such other duties as his office may require.
- (e) Attend all meetings of the St. Louis Recreation as Councilor.
- (f) Be responsible for all promotion of the Club.
- (g) Have authority to delegate above responsibilities.

SECTION 3. The Vice President shall:

- (a) Oversee and coordinate the efforts of all major committees.
- (b) Perform the duties of the President in the absence of that officer.
- (c) Organize general membership meetings and all activities.
- (d) Have authority to delegate above responsibilities with the exception on SECTION 3, Para. (b).

SECTION 4. The Operations Officer shall:

- (a) Supervise and arrange for all Club flight activities, and for this purpose, will maintain an appointment book.
- (b) Be responsible for constraining use of Club's aircraft so as to be consistent with the best interest of the Club, and keep all appropriate records.
- (c) Be responsible for proper maintenance of the Club aircraft.
- (d) Act as Chairman of the Rules Committee.
- (e) Have authority to delegate above responsibilities.

SECTION 5. The Secretary shall:

- (a) Keep the minutes of all meetings.
- (b) Be the initial contact point for those individuals seeking membership in the Club.
- (c) Receive and process applications from prospective members, and obtain Board approval in accordance with ARTICLE III, SECTION 8. Maintain an up-to-date file of all applications.
- (d) Maintain an up-to-date membership roster and report additions or deletions to the Recreation Unit.



- (e) Keep a record of meeting attendance.
- (f) Handle all routine Club correspondence.
- (g) Prepare and publish a regular Club Newsletter.
- (h) Prepare and distribute ballots pertaining to amendments to these Bylaws.
- (i) Have authority to delegate the above responsibilities.
- (j) Be the BEFC-STL representative with the Recreation Unit.

SECTION 6. The Treasurer shall:

- (a) Be responsible for accurate accounting of all financial transactions of the Club.
- (b) Be responsible for receipt and disbursement of all Club funds subject to the will of the Board.
- (c) Make disbursements by check only.
- (d) Render a monthly financial report.
- (e) Prepare a budget for the coming year based on actual Club financial data. A version of the approved budget meeting content and format requirements shall be submitted to St. Louis Recreation as requested.
- (f) Have authority to take legal action in the collection of overdue debts owed to the Club as a directed by the Board.
- (g) Prepare a multi-year cash flow prediction based on actual Club financial data.
- (h) Have authority to delegate above responsibilities.
- (i) Be responsible for the annual audit of the Club finances.

SECTION 7. The Safety Officer shall:

- (a) Establish guidelines pertaining to Safe Operating Practices and ensure publication.
- (b) Establish requirements and curriculum for all familiarization flights, check rides, and flight instructor evaluation/orientation flights.
- (c) Review itinerary of cross-country trips for proper planning and consistency with airplane and pilot capability and approve the trip.
- (d) Maintain adequate records of all familiarization flights and check rides, licenses and medical examinations for all members
- (e) Review qualifications and recommendations and submit names of prospective flight instructor and check pilots for approval of the Board.
- (f) Coordinate activities of Board approved flight instructors and check pilots.
- (g) Standardize instructional criteria.
- (h) Have authority to delegate above responsibilities.

SECTION 8. The Immediate Past President shall:

- (a) Serve as Chairman of the Executive Committee.
- (b) Serve as Chairman of the Election Committee.
- (c) Have authority to delegate the above responsibilities subject to approval by the Board.



- (d) Should the past President be unavailable to server an Executive Committee Chairman may be appointed by a 2/3 majority vote of the Board.

SECTION 9. There shall be such agents, as the interest of the Club requires, whose skills the Board may from time to time employ. Their powers, duties, and compensation shall be fixed by the Board.

ARTICLE X - COMMITTEE AND DUTIES

SECTION 1. There may be a Rules Committee, a Budget Committee, a Program Committee, a Membership Committee, an Election Committee, and a Publicity Committee as required. Except for the Rules Committee, each committee shall be chaired by an appointee of the Board and staffed by appointees of the Committee Chairman or the President.

SECTION 2 There shall be an Executive Committee comprised of the Chairman (Article VIII Section 8), 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 Club and make reports and recommendations for disposition by the full Board.

SECTION 3. There shall be an Election Committee comprised of the Chairman and at least two (2) members, all of whom shall be appointees of the Board at least two (2) months prior to the election.

SECTION 4. The Rules Committee shall:

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

SECTION 5. The Program Committee shall:

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

SECTION 6. The Membership Committee shall:

- (a) Furnish new members with the procedures and operations of the Club.
- (b) Acquaint new members with the procedures and operations of the Club.

SECTION 7. The Publicity Committee shall:

- (a) Prepare and cause to be distributed all advertising material associated with the Club’s activities.
- (b) Coordinate with St. Louis Recreation for all publicity prior to release.



SECTION 8. The Election Committee shall:

- (a) Nominate Club members for the Officer positions.
- (b) Accept additional officer position nominations during the nomination meeting.
- (c) Prepare and distribute ballot and voting instructions to all General members of record.
- (d) Tabulate ballots
- (e) Submit election results to the Secretary.

ARTICLE XI - ELECTIONS

SECTION 1. Officer positions shall be filled by secret ballot in October, term beginning January one following.

SECTION 2. Term for each officer shall be two (2) years.

SECTION 3. Officers' position shall be filled by election each year as follows:

- (a) The positions of Vice-President, Safety Officer, and Treasurer shall be filled for terms starting with even numbered years.
- (b) The positions of President, Operations Officer, and Secretary shall be filled for terms starting with odd numbered years.

SECTION 4. Board membership is open to General Members according to the following:

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

SECTION 5. Only General Members are eligible to vote.

SECTION 6. DELETED.

SECTION 7. A candidate is elected by a plurality of ballots cast for that office. In case of a tie vote, the Board and the Election Committee shall determine the elected officer by a majority vote of the Board and the Election Committee members.

SECTION 8. The candidate for President must have held a previous Club office, unless approved otherwise by the Board.



SECTION 9. Conflict of Interest. No BEFC-STL member with a conflict of interest with respect to the management of, or operation of, BEFC-STL shall serve as a BEFC-STL officer. 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 BEFC-STL conducts business. This restriction shall not apply to the ownership of aircraft leased to BEFC-STL by General members who have been elected or appointed by the Board. However, any BEFC-STL officer who is or has expressed intent to be involved in any way in the ownership of an aircraft leased to BEFC-STL must abstain from any Board deliberations or votes associated with aircraft leases.

ARTICLE XII - MEMBERSHIP TERMINATION AND LOSS OF PRIVILEGE

SECTION 1. Voluntary termination requires written notice to the Secretary at least thirty (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.

SECTION 1a. Involuntary termination of a Boeing employee also applies to membership in the BEFC-STL. 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.

SECTION 2. Expulsion, membership suspension, or revocation of Club privileges for cause may be effected by two-thirds (2/3) vote of the Board. The member must be invited to participate in the Board's hearing.

SECTION 3. An expulsion investigation may be recommended by any member by making known the infractions to the Board, Safety Committee, or the Rules Committee.

SECTION 4. Expulsion may occur without the member being invited to participate in the Board's decision when member charges due the Club are 60 days arrears.

SECTION 5. Refund, if any, of the member's security deposit will be made in accordance with the Rules of Operation. Any refund of member's security deposit will be made at the time the Treasurer determines that the Club's resources will permit, but no later than 15 days after sufficient funds are available from an incoming member's deposit.

SECTION 6. Refunds shall be made in order of the receipt of notice.

SECTION 7. Flying, scheduling, and flight instruction privileges in Club aircraft shall cease on:
(a) The effective date of a voluntary termination.
(b) The date on which charges due the Club are 30 days in arrears.



(c) The date of grounding for any rule infraction.

SECTION 8. If a member resigns from the Club, he/she is not eligible to rejoin for a period of one (1) year unless all dues and assessments accumulated during the drop period are paid with the application for reinstatement. Temporary unemployment for a period of less than one year does not require the payment of accumulated back dues and assessments for reinstatement as employment termination or resignation automatically terminates the Club membership. The Board shall have the right to waive this requirement in unusual cases when requested by the individual.

SECTION 9. The Club Rules of Operation may provide the conditions, duration, and process for a member's Leave of Absence from the Club. While on LOA members shall have no club aircraft flying privileges. A General Member on LOA may vote.

ARTICLE XII - GOVERNMENT

SECTION 1. The entire management and government of this Club, except as otherwise expressly provided herein, shall be vested in the Board.

ARTICLE XIV - CLUB PROPERTY

SECTION 1. The Club shall procure and own property holdings as approved by two-thirds (2/3) majority of the whole Board.

SECTION 2. Property holdings purchased by the Club with the Club's funds shall be considered Club property and not the property of any individual member or group of members.

SECTION 3. Any and all use of the Club's property at the Club's expense shall first be approved by the Board, and when required, by Boeing Company Procedure PRO-99, Boeing Recreation. An exemption shall be made for short-duration flights authorized by an Officer for maintenance purposes.

SECTION 4. Member's claims on or interest in the assets, property, or equipment of the Club shall cease upon termination of membership for any cause.

SECTION 5. The Club shall endeavor to provide one airplane for each fifteen (15) flying members. This ratio shall not be less than one (1) airplane for each 30 flying members.

SECTION 6. In the event of damage to any property controlled by the Club, the following shall apply:

(a) When damage occurs that is not caused by aircraft, equipment, or engine malfunction, cost of the repairs up to a maximum deductible amount as



stipulated in the Club's Operating Rules shall be borne by the member at fault. The balance of the repair costs shall be assessed equally upon all members of the Club or be taken from the Treasury.

- (b) Where damage is a result of aircraft, equipment, or engine malfunction, repair costs shall be borne entirely by assessment or taken from the Treasury.

SECTION 7. In case of action by a financial institution to foreclose or recall any aircraft, the individual guarantor that is selected by that financial institution shall have the option of obtaining the respective aircraft from the Club at the low value listed in "The Aircraft Bluebook Price Digest" and making good the aircraft loan.

ARTICLE XV – TREASURY

SECTION 1. The Board shall specify a commercial financial institution for providing checking and savings services as required. All checks shall bear signatures as duly authorized by the Board and as specified in the Rules of Operation.

SECTION 2. 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 (2) out of three (3) of the following officers: President, Vice President, or Treasurer.

SECTION 3. The financial accounts of the Club shall be subjected to an annual independent audit.

SECTION 4. Club officers shall be covered by an assuery bond to a cash amount equal to or greater than cash on hand and amounts in any club accounts.

ARTICLE XVI - RECORDS, BOOKS, AND ACCOUNTS

SECTION 1. A permanent file of all correspondence, reports, and publications of the Club shall be maintained by the Secretary. The following records are required under these Bylaws:

- (a) Summary of policy and procedures for conducting business.
- (b) Summary report of Board and members in policy directives.
- (c) Minutes of the Board and membership meetings.
- (d) Such other records as the Board may direct.

SECTION 2. The fiscal year of the Club shall begin January 1 and end on 31 December.

SECTION 3. Separate financial and budget accounts shall be maintained for the general business operations, and for each aircraft operated by the Club.



ARTICLE XVII - SERVICES AND SUPPLIES

SECTION 1. Services and supplies provided by the Club 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 Club on a sound financial basis.

SECTION 2. No member, other than officers and agents shall use stationary bearing the letterhead or emblem of the Club.

ARTICLE XVIII – PUBLICATIONS

SECTION 1. The Club shall issue publications as the Board may direct. One (1) copy of each publication shall be placed in the permanent file of the Secretary.

ARTICLE XIX – EMBLEM

SECTION 1. The emblem of the Club shall be in a form approved by the membership.

ARTICLE XX – SEAL

SECTION 1. The seal of the Club shall be in the form of a circle and shall bear the name of the Club, the year of its incorporation, and the word “seal”.

ARTICLE XXI - AMENDMENTS.

SECTION 1. These Bylaws may be altered, amended, or replaced by the affirmative vote of sixty (60) percent of the General members responding to a secret written ballot. General members must be notified of such an election not less than five (5) days in advance, indicating that a vote will be taken and the general subject.

ARTICLE VI shall apply. Notification will consist of either US Postal mail, e-mail, or telecom.



ARTICLE XXII - DISSOLUTION

SECTION 1. The Club may be dissolved through the procedures specified by the laws of the State of Missouri.

SECTION 2. In the event of the Boeing Employees' Flying Club – St. Louis, Inc. 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 Membership Security Deposit to General Members and Associate Members of record as of date of dissolution of the club. 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 funds.