

SCSU AERO CLUB, INC.
CORPORATE CHARTER AND BY-LAWS

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CORPORATE CHARTER OF
THE ST. CLOUD STATE UNIVERSITY AERO CLUB

Incorporated in the State of Minnesota on March 3, 1950

NAME

This corporation shall be known as the St. Cloud State University Aero Club, Inc.

OBJECT

The general purpose of said corporation shall be to offer the facilities for the study of aviation subjects, research in flight training methodology, and pilot training at economical rates for members of the university community. This corporation is not organized for pecuniary profit, and its earnings shall belong exclusively to the corporation for the general purpose here-in-before expressed. This corporation shall have the power to acquire and hold property, both real and personal, for its use and shall have the power to borrow money and issue bonds or other evidences of indebtedness and execute mortgages or deed of trust of its property to secure the same. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c) - (7) of any of the Internal Revenue codes of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) by a corporation, contributions to which are deductible under section 170 (c) - (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The corporation is organized exclusively for educational non-profit purposes, for the study of aviation subjects and pilot proficiency training by members of St. Cloud State University, and other St. Cloud area educational institutions identified in the corporate bylaws, that qualify as an exempt organizations under the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the corporation shall inure to the benefits of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the corporation.

RESOLUTION OF CORPORATION

In the event of dissolution, the Board of Directors, with input from the membership, will distribute any remaining assets to organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at that time qualify as exempt organization(s) under the Internal Revenue Code of 1954, or amendments thereto, that encourage and/or support individuals to pursue aviation for personal or professional aspirations.

BYLAWS OF ST. CLOUD STATE UNIVERSITY AERO CLUB, INC.
ST. CLOUD, MINNESOTA
Draft September 15, 2025

ARTICLE I. MEMBERS

Section 1.

In line with the corporation charter, membership in the corporation shall be limited to students, staff, and members of educationally focused institutions and organizations based in the St. Cloud, MN area (i.e. St. Cloud State University, St. Cloud Technical and Community College, St. John's and St. Benedict's Universities, High School Districts 742, 748, and 47, St. Cloud EAA Chapter 551, etc.).

Section 2. Classifications of members.

A. MEMBERS.

1. **Student Member.** A current student at an eligible high school, college, or university.
2. **Regular Member.** A person currently a member or employee of an eligible educationally focused institution/organization.
3. **Alumni Member:** A former student or staff member of an eligible educational institution.

- B. FAMILY MEMBER.** The spouse or child under 26 years of age of an active member is eligible for family membership upon written request of the corporate member to, and approval by, the Board of Directors. Each family member shall pay the annual membership fee and shall have flight privileges in corporate aircraft, provided that the original member is a licensed pilot with a private rating or higher (individuals are encouraged to become part of an eligible educationally focused institution, such as the St. Cloud EAA Chapter to become corporate members). Family members are not eligible to vote on any corporate business.

Section 3. Membership standing.

- A. GOOD STANDING.** A member who does not owe the corporation money and is not under disciplinary action by the corporation is in good standing. Only members in Good Standing have voting privileges.
- B. GROUNDED MEMBER** is one who no longer has flight privileges in corporate aircraft as a result of owing money to the corporation, failure to successfully complete any required check ride, or who the Board of Directors has grounded for violation of FARs, Aero Club rules, or Aero Club operational policy.
- C. A SUSPENDED MEMBER** is a person who has temporarily or permanently lost all membership privileges due to disciplinary action by the Board of Directors.

Section 4. Meeting attendance.

All members are strongly encouraged to attend all monthly meetings. Members must attend at least two meetings per year to be in good standing. Failing to attend at least two meetings per year will result in the member being grounded (loss of flight privileges).

ARTICLE II. FEES, CHARGES AND FINES

Section 1.

A membership initiation fee will be paid prior to entry into the corporation in accordance with a fee schedule determined by the Board of Directors.

New members joining after January 1 of the fiscal year (July 1 to June 30) will be assessed 1/2 of the posted dues, in addition to the current initiation fee.

Section 2.

The dues for annual membership will be set by the Board of Directors.

Section 3.

Usage rates for corporate aircraft and other corporate services shall be reviewed and set periodically by the Board of Directors to reflect average operating cost and the impact of annual dues, fees, and other revenue sources such as hangar rental.

The membership may choose to offer scholarships to help with a portion of the aircraft and memberships costs for current high school and college student members using funds derived from sources other than general club operating funds (i.e. earnings from donated investment funds, etc.)

Section 4.

User charges for corporate aircraft and services shall be paid immediately (within 1 hour) upon completion of each flight. Nonpayment will result in being grounded (i.e.: you cannot fly until otherwise notified), and in warnings and fines that can be assessed by the board.

In the event a member shows willful disregard for financial obligations incurred from the Aero Club, the board of directors may vary from this policy as necessary.

ARTICLE III. OFFICERS

Section 1.

The officers/board of directors of the corporation shall be as follows:

President	a member
1 st Vice President	a member
2 nd Vice President	a college student member
Secretary	a member
Treasurer	a member
Operations Officer	a member
Board Member #1	a college student member
Board Member #2	a high school student member
Board Member #3	a member
Board Member #4	a member

Note: Any of the Board positions can be filled by a college student member and efforts should be made to maintain their presence.

Quorum: A majority of the currently filled board positions.

Section 2.

- A. All of the officers shall be elected by the active membership by secret ballot from a slate of candidates nominated from the floor. Nominations shall be opened at the March meeting, and further nominations shall be in order at the April meeting. After nominations have closed for a particular office, each nominee shall have the opportunity to address the membership for a time limit to be determined by the membership. The nominations, balloting, and the election shall be conducted separately for each office in the order listed in Article III. Section 1, starting with the office of President. A majority vote shall be required to elect. In the event that there is no majority vote the membership will elect from the top two candidates.

Section 3.

All officers shall serve for a term of one year or until their successors are elected, and their term of office shall run from July 1st through June 30th.

Section 4.

If vacancies are created during the year membership shall be filled by election from candidates nominated from the floor at a regular or special corporate meeting. Notice of such vacancies shall be distributed to all active members at least two days prior to said meeting.

Section 5.

Corporate officers shall be remunerated for their services at the following rates:

- A.** The President, Vice President, Operations Officer, Secretary, and Treasurer shall each be entitled to fly Aero Club aircraft at a percent of the posted corporate rate (of 75-95% of current rates), up to a given number of hours per quarter (no more than 6 hours - the first quarter starts July 1), both of which the membership shall determine at the March meeting annually, or at another meeting as proposed by the Board of Directors. If a motion to change such remuneration fails to pass, remuneration shall remain the same as it currently is for the next term of the office (no changes to the balance). The number of hours allotted to each officer shall be cumulative during each term of office, but all accumulation shall be lost on July 1st each year. The Board may choose to extend remuneration to Board members assigned specific additional tasks.
- B.** The Treasurer shall be remunerated at a rate, which the membership shall set, by a majority vote, at the March meeting. If no such motion passes, the rate shall remain the same as it currently is, for the next term of office.

Section 7.

Any officer may be removed from his/her office for violating the corporate bylaws, or encouraging others to do so, or not performing the duties of his/her office as prescribed in these bylaws. Removal proceedings may be initiated by motion of any active member and decided by secret ballot of the active membership. Such removal shall require a two-thirds vote at a regular or special corporate meeting. Notice of such action shall be distributed to all active members at least one week prior to the meeting at which such motion is to be voted on.

ARTICLE IV. DUTIES OF OFFICERS

Section 1.

The general duties of officers shall be as implied by their respective titles. The Board may reassign or delegate duties to other Board members as necessary. Specific duties shall include, but are not limited by, the following:

- A.** Duties of the president. They:
 - 1.** shall reserve rooms for and preside at all meetings. This includes calling the meeting to order, ascertaining that a quorum is present, announcing each item of business in its proper sequence, recognizing members who are entitled to the floor, stating motions, calling for debate, putting motions to a vote, announcing the result

of each vote, making decisions on procedural matters that arise, expediting the business in every way compatible with the rights of members, and adjourning the meeting.

2. shall appoint all standing committees and be an ex-officio member of same without vote.
3. shall have a working knowledge of and conduct meetings in accordance with the rules in Robert's Rules of Order.
4. must have been an active Aero Club member for 1 year.

B. Duties of the Vice president. They will work together unless noted and:

1. shall preside at meetings in the absence of the President
2. shall conduct new member orientations.
3. shall perform the duties of the President should that position become vacant.
4. shall coordinate with Treasurer to ensure online scheduling application roster reflects the current membership list.

C. Duties of the Secretary. They:

1. shall keep the minutes of all regular and special corporation meetings, in the format prescribed by Robert's Rules of Order.
2. shall take attendance at all corporate meetings.
3. shall be responsible for corporate correspondence as authorized by the Board of Directors.

D. Duties of the Treasurer. They:

1. shall keep an itemized account of all corporate receipts and disbursements.
2. shall pay all bills incurred through normal corporate operations, under authority of the Board of Directors.
3. shall prepare and present an annual financial report including a detailed balance sheet, income statement, maintenance cost per aircraft, and hours flown per aircraft at the February meeting.
4. shall receive all payments due to the corporation and be fully responsible for depositing same in corporate accounts.

5. shall audit the flight records and be responsible for collecting accounts payable to the corporation.
5. shall maintain the flight list; shall coordinate with Vice President to ensure online scheduling application roster reflects the current membership list.
6. shall assist in maintaining the membership list; shall maintain an accurate list of all members' names and addresses, by membership classification, and shall have that list at each corporate meeting.

F. Duties of the Operations Officer. They:

1. shall monitor compliance with Aero Club flight rules.
2. shall coordinate maintenance events for club assets.
3. shall check and maintain the status board and online maintenance reminders regularly to ensure accuracy and compliance with required maintenance.
4. shall monitor and enforce the aircraft reservation policy.
5. shall report to club members the status of the fleet.
6. shall be the keeper of the hangar and shall maintain items used in securing and protecting corporate aircraft.

Section 2.

Each officer shall be obliged to report all bylaws and policy violations he/she becomes aware of. Such violations must be reported to the Board of Directors as soon as practical, but no later than the next board meeting.

ARTICLE V. MEETINGS

Section 1.

A corporation meeting shall generally be held each month. At least four official corporate member meeting will be held each year to conduct business as described in these by-laws. Meeting can be held in-person or electronically or in a combined format.

Section 2.

Special corporation meetings may be called by the President or by the Board of Directors or at the written request of 20 percent of the active members. Notice of such meetings shall be distributed to all active members at least one week prior to the meetings. The

precise item(s) of business to be considered at such a meeting shall be included in the notice. In cases of emergency, the requirement for a full week prior notice may be waived by a two-thirds vote of the Board of Directors.

Section 3.

Twenty-five percent of active membership shall constitute a quorum necessary to conduct business at all regular or special corporate meetings. Voting on corporate business generally should be conducted in person but can be conducted electronically with notice as described earlier.

ARTICLE VI. BOARD OF DIRECTORS

Section 1.

The corporation will have a Board of Directors. Membership of said Board will consist of the officers of the corporation.

Section 2.

The primary function of the Board of Directors will be to establish operational policy, to act in matters concerning suspension and disciplinary actions, to approve expenditures of corporate funds, and to conduct all necessary business except the sale, purchase, and leasing of major assets by corporation officials shall be approved by resolution of active membership, unless necessary to replace a damaged asset. If, however, the business of a regular or special corporate meeting is to act on the sale, purchase, or leasing of a major asset and a quorum is not present, then the Board of Directors shall be empowered with full authority to act on the same.

Section 3.

The Board of Directors will generally meet monthly and can be in-person or virtual or a combination. A majority of the membership of the Board of Directors (filled positions) shall constitute a quorum necessary to conduct the business of the Board of Directors. Voting on corporate business can be electronic with appropriate notice (at least three days response time required).

Section 4.

Corporate employees may be hired as deemed necessary by the Board of Directors for the efficient and smooth operation of the club. Compensation for such employees shall be decided upon by the Board of Directors.

Section 5.

The Board of Directors shall establish operational policy. Subsequent to the Board's actions, such operating rules are subject to review and ratification of the active membership. If two or more members object to a proposed change, this would spur a vote amongst general membership, requiring a simple majority for adoption of the change. Copies of such adopted operating rules shall be made available to all members, and a master copy of all current operating rules shall be maintained.

Section 6.

The Board of Directors shall determine which certified flight instructors shall be deemed "approved flight instructors" for training and check rides of members in corporate aircraft.

Section 7.

The Board of Directors must investigate all charges of regulation and policy violation. In cases of aircraft accidents or incidents involving corporate aircraft, the Board of Directors shall, with the Flight Safety committee, conduct an investigation to determine the factors contributing to the accident or incident, and to prepare a report detailing those findings.

Section 8.

The Board of Directors shall take necessary disciplinary action, including possible suspension of membership privileges, against those found violating established rules. Any Board member may temporarily ground or suspend a violator if he/she deems it necessary and in the interest of the corporation. Such grounding or suspension shall be valid until reviewed at the next Board of Directors meeting.

Section 9.

A suspended member can be reinstated by satisfactorily demonstrating to the Board of Directors a responsible attitude toward corporate policies and equipment.

Section 10.

The membership of this corporation shall have the right to appeal a decision of the Board of Directors with respect to disciplinary actions and/or suspensions of membership privileges. Such appeal shall be possible by a written petition of the membership at a regular or special corporation meeting, accompanied by the motion of an active member to overturn the Board's decision. The Board's decision shall be overturned by a two-thirds vote at such a meeting.

Section 11.

Any Board member shall have the authority to ground corporate aircraft when conditions warrant.

ARTICLE VII. COMMITTEES

Section 1.

All standing committees shall be composed of at least three active members.

Section 2.

A Flight Safety Committee shall be appointed annually by the President and be tasked with reviewing operational policy with an eye toward improving safety.

The Flight Safety Committee's recommendations shall be reviewed and approved by the Board of Directors, and the standards of performance shall then be posted for members use.

The Flight Safety Committee shall also investigate, with the Board of Directors, all cases of accidents or incidents involving corporate aircraft and/or Aero Club members.

Section 3.

The President shall ensure that an internal audit of the Treasurer's accounts is performed no less frequently than on a biannual basis.

Section 4.

These bylaws shall not restrict the President from appointing other standing committees, or informal committees to consider and plan activities, and to encourage fellowship among members, their friends, family, and prospective members. Such committees shall not have authority to spend corporate funds unless approval by a majority of active members at a regular or special corporate meeting.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the corporation in all cases to which they are applicable. In cases in which they are not consistent with the corporation charter, these bylaws, or any special rules of order the corporation adopts, will prevail.

ARTICLE IX. AMENDMENT OF BYLAWS

These bylaws may be amended by the Board at any regular or special corporate, provided that the amendment(s) have been submitted in writing at the previous regular or special meeting. Such proposed amendments shall be distributed to all active members at least one week prior to the meeting in which they will be voted upon. Proposed changes will be adopted when 2/3 or more of Board members vote in favor of their adoption, unless 1/3 or more of the members have objected to the change(s) at the meeting or in writing to the President.

Amendments or changes relating to the corporate charter or the by-laws that would change the nature of the organization, ownership of major assets, and/or dissolution of the SCSU Aero Club, inc. require a two-thirds majority vote of corporate members.

ARTICLE X. RULES

Section 1.

- A.** Members shall follow guidelines laid out in the Aero Club's operations manual. All operations involving corporate aircraft shall be conducted in accordance with the current FARS, the corporate rules, other Aero Club operating policies, and limitations imposed upon the corporation by insurance policy parameters, whichever is most restrictive in each case.