



Condor Aero Club, Inc.

Bylaws

How we govern ourselves.

Board of Trustees – 2026 Draft Version 0.9
Reviewed and adopted on [DATE]

Bylaws

Condor Aero Club, Inc.

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Article I - Purpose and Relationship to Governing Documents

Section 1. Purpose of Bylaws

These Bylaws establish the governance structure, membership framework, Board authority, officer duties, meeting procedures, financial oversight, conflict of interest standards, compensation controls, indemnification protections, and amendment procedures for the Club.

The Club shall be governed and operated in accordance with the following governing documents, listed in order of controlling authority:

1. Articles of Incorporation, as amended from time to time;
2. Charter;
3. These Bylaws;
4. Operating Rules; and
5. Board-adopted policies.

Section 2. Operating Rules

The Operating Rules shall govern the day-to-day operations of the Club, including but not limited to aircraft use, scheduling, hangar operations, facility access, security, maintenance, flight training, safety, fleet management, member conduct, operational discipline, dispute resolution, and administrative procedures.

The Board of Trustees shall have authority to adopt, amend, interpret, and enforce the Operating Rules, provided such rules are not inconsistent with the Articles of Incorporation, as amended from time to time, the Charter, or these Bylaws.

Article II - Membership

Section 1. Eligibility

Membership shall be open to individuals interested in aviation, subject to approval by the Board of Trustees. Membership admission shall be based on criteria established by the Board and shall be conducted in a manner consistent with the Club's purpose, tax-exempt status, operational capacity, and applicable law.

Section 2. Admission

Prospective members must submit a written application in the form required by the Club and must agree to comply with the Charter, these Bylaws, the Operating Rules, and other applicable Club policies. The Board may approve, deny, defer, or waitlist applications based on criteria established by the Board. The Board is not required to provide specific reasons for denial of membership. Membership decisions shall be final unless the Board elects, in its discretion, to reconsider a decision.

Section 3. Nondiscrimination

The Club shall operate in compliance with all applicable federal, state, and local laws relating to nondiscrimination. Membership decisions shall not be based on unlawful discrimination. As a private membership organization, the Club retains discretion in admission and membership decisions consistent with its purpose, operational needs, tax-exempt status, and applicable law.

Section 4. Membership Classes and Voting Rights

The Club may establish multiple classes of membership. The rights, privileges, limitations, dues, fees, insurance obligations, aircraft access privileges, participation requirements, and other terms of each membership class shall be established in the Operating Rules or by Board-approved policy, except that voting rights shall be governed by these Bylaws.

Full Members in good standing shall be voting members unless otherwise limited by these Bylaws. Social Members shall not be voting members unless these Bylaws are amended to provide otherwise. Other membership classes shall have voting rights only if expressly granted in these Bylaws or by Board-approved class designation authorized by these Bylaws.

Approval to serve as a Club-approved flight instructor is an operational designation and does not constitute a separate membership class unless expressly established by the Board in the Operating Rules.

Section 5. Membership Limits

The Board may establish limits on total membership and on any membership class based on aircraft availability, safety considerations, financial sustainability, insurance requirements, facility limitations, or other operational considerations.

Section 6. Dues, Fees, Assessments, and Charges

The Board shall establish initiation fees, dues, aircraft usage rates, hangar rents, facility charges, assessments, insurance charges, and other fees necessary for the operation, maintenance, administration, and financial sustainability of Club assets and activities. The Board shall provide reasonable notice of material changes to dues, fees, rates, rents, and assessments when practical.

Section 7. Good Standing

A member shall be a member in good standing when, as of the date such determination is made:

- All applicable initiation fees, dues, insurance premiums, assessments, and other mandatory charges applicable to that member are paid when due;
- Aircraft usage charges and other Club financial obligations are current within the limits established in the Operating Rules;
- The member has satisfied any meeting attendance, participation, qualification, currency, or other requirements applicable to the member's membership class under the Operating Rules;
- The member is not subject to any current suspension, probation, restriction, or other disciplinary action imposed by the Board;
- The member remains eligible for the rights and privileges associated with the member's membership class.

Determination of good standing shall be based on the official records of the Club, which shall be deemed controlling absent clear error.

A temporary restriction or suspension of flying privileges, including one imposed during review of an FAA investigation or enforcement matter, shall not automatically result in loss of membership good standing unless the Board determines that loss of good standing is warranted under these Bylaws or the Operating Rules.

Section 8. Discipline, Suspension, Termination, and Expulsion

The Board may discipline, suspend, restrict, terminate, or expel a member, including a trustee, for reasons including conduct detrimental to the Club, safety violations, financial delinquency, regulatory noncompliance, an FAA investigation or enforcement matter that may affect the member's safe or lawful operation of Club aircraft, violation of governing documents or Club policies, or conduct that materially impairs the Club's operations, reputation, assets, tax-exempt status, insurance position, or member safety.

Prior to termination or expulsion, the member shall be provided written notice of the proposed action and the basis for it, a reasonable opportunity to respond, and a final

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determination by the Board. The Board may impose interim suspension of privileges, including flight privileges, when necessary to protect safety, Club assets, regulatory compliance, insurance coverage, or orderly operation of the Club, including during the pendency of an FAA investigation or enforcement matter. The Board shall monitor any such matter until it is fully resolved. The Board shall resolve doubts in favor of the member when consistent with safety, insurance requirements, regulatory compliance, and the best interests of the Club. The Board's decision shall be final.

Section 9. Non-Transferability

The Club is a non-equity flying club. Membership in the Club is personal and non-transferable and does not convey any ownership, equity, or financial interest in the Club or its assets.

Section 10. No Property Interest

No member shall have any right, title, or interest in any specific Club asset. This provision shall not prohibit the Club from entering into lawful lease, use, financing, or aircraft access arrangements approved by the Board, provided such arrangements comply with the conflict of interest, compensation, tax-exempt, and private benefit provisions of these Bylaws.

Article III - Board of Trustees

Section 1. General Authority

The Club shall be governed by a Board of Trustees. The Board shall have full authority to manage the affairs, funds, policies, operations, property, and assets of the Club, subject to the Articles of Incorporation, as amended from time to time, the Charter, these Bylaws, and actions reserved to the voting membership.

Section 2. Number of Trustees

The Board of Trustees shall consist of nine (9) trustees.

Section 3. Election and Term

Trustees shall be elected by the voting membership at the annual meeting for terms of three (3) years or until their successors are elected and qualified. Three (3) trustees shall be elected each year. A candidate for trustee must be a member in good standing for at least one (1) year as of the date of election.

Section 4. Trustee Aviation Qualification

A majority of the Board of Trustees shall hold FAA pilot certificates, other than student pilot certificates. The Club shall endeavor through nominations and elections to maintain aviation knowledge and operational experience on the Board appropriate to the Club's activities.

Section 5. Duties of the Board

The Board shall:

- Manage and oversee the affairs of the Club;
- Establish policies and Operating Rules;
- Oversee Club assets;
- Maintain appropriate insurance coverage for Club operations;
- Establish requirements and limitations necessary to comply with insurance coverage;
- Adopt and oversee the annual budget;
- Approve material contracts and commitments;
- Safeguard the Club's tax-exempt status;
- Promote safe, responsible, and sustainable Club operations.

Section 6. Material Transactions and Authority Limits

No trustee, officer, member, committee, contractor, instructor, or agent shall have authority to bind the Club to any contract, agreement, lease, loan, financing arrangement, aircraft acquisition, aircraft disposition, material obligation, or other commitment unless expressly authorized by the Board.

No lease, aircraft leaseback, hangar lease, real property lease, aircraft acquisition, aircraft disposition, financing arrangement, or material contract shall be entered into on behalf of the Club without approval of the Board.

Unless otherwise authorized by Board resolution, material contracts shall be executed only by the person or persons designated by the Board for that transaction or category of transactions. The Board may establish dollar thresholds, dual approval requirements, signing authority policies, Secretary certifications of approval, and other internal controls through Board resolution, Board policy, or the Operating Rules. Any person who executes or attempts to execute a contract, lease, agreement, or obligation on behalf of the Club without required authority shall be subject to corrective, disciplinary, and, where appropriate, legal or equitable remedies.

The Board resolution approving a material contract may identify the authorized signatory or signatories for that transaction or category of transactions.

Section 7. Board Meetings

The Board shall hold regular meetings at such times and places as determined by the Board. Special meetings of the Board may be called by the President and shall be called upon written request of any three (3) trustees. A majority of the trustees then in office shall constitute a quorum.

Section 8. Board Action Without Meeting

Unless otherwise permitted by applicable law, any action required or permitted to be approved at a meeting of the Board may be approved without a meeting only by consent in record form signed by all trustees then in office. Such consent may be provided by electronic means to the extent permitted by law and shall be filed with the minutes of the Board.

Section 9. Removal of Trustees

A trustee must remain a member in good standing. A trustee who fails to attend at least seventy-five percent (75%) of regularly scheduled Board meetings may be subject to removal from the Board. A trustee may also be removed for cause, including violation of governing documents, conflict of interest requirements, fiduciary duties, or conduct detrimental to the Club. Removal by the Board shall require approval by a majority of the remaining trustees, unless a greater vote is required by applicable law.

A trustee may also be removed by vote of the voting membership at a meeting called for that purpose, by a two-thirds vote of voting members present, provided a quorum is present, unless a greater vote is required by law.

Section 10. Vacancies

The Board may fill vacancies in its own membership. A trustee appointed to fill a vacancy shall serve until the next annual meeting of the voting membership, at which time the voting membership shall elect a trustee for the remainder of the unexpired term, if any.

Section 11. Committees

The Board may create standing or special committees and may appoint or remove committee members. Committees may make recommendations and perform duties delegated by the Board, but final authority remains with the Board unless otherwise expressly authorized.

Article IV - Officers

Section 1. Officers

The officers of the Club shall include President, Vice President, Secretary, and Treasurer. The Board may create additional officer or special officer positions as necessary.

Section 2. Election of Officers

Within seven (7) days following the annual election of trustees, the Board shall meet and elect officers. The President, Vice President, Secretary, and Treasurer shall be selected from among the trustees unless otherwise allowed by the Board for special officer positions. Special officers need not be trustees but must be members in good standing.

Section 3. Removal of Officers

An officer must remain a member in good standing. An officer may be removed from office, with or without removal from the Board, for cause, failure to perform duties, failure to attend meetings, violation of governing documents, violation of fiduciary duties, conflict of interest concerns, or conduct detrimental to the Club. Removal from office shall require the affirmative vote of at least six (6) trustees other than the officer whose removal is under consideration when the Board has nine (9) trustees in office. If fewer than nine (9) trustees are then in office, removal from office shall require the affirmative vote of at least three-fourths (3/4) of the trustees then in office, excluding the officer whose removal is under consideration if that officer is a trustee, with any fractional result rounded up to the next whole trustee. The officer shall be provided notice of the proposed removal and a reasonable opportunity to respond unless immediate temporary action is necessary to protect the Club. The Board may temporarily suspend an officer's authority pending final action when necessary to protect Club assets, operations, records, financial controls, regulatory compliance, or safety.

Section 4. President

The President shall have general responsibility for supervision and management of the Club, subject to Board authority; preside at meetings of the members and Board; keep the Board informed of Club activities; appoint committees as authorized by the Board; and perform other duties required by the Board.

Section 5. Vice President

The Vice President shall perform the duties of the President in the President's absence or disability; assist the President; and perform duties assigned by the President or Board. If both the President and Vice President are absent or unable to perform their duties, the Board may appoint a President pro tempore.

Section 6. Secretary

The Secretary shall keep accurate records of meetings of members and the Board; give required notices; maintain official minutes; maintain membership records; maintain official Club records in physical and electronic repositories approved by the Board; take reasonable measures to preserve the confidentiality, integrity, availability, and security of Club records; coordinate corporate records necessary for Pennsylvania Department of State filings; and perform other duties required by the President or Board.

Section 7. Treasurer

The Treasurer shall receive and safely keep Club funds and financial assets; disburse funds under Board direction; maintain accurate financial records; present financial reports; manage or coordinate insurance on Club assets; implement appropriate financial controls; ensure preparation and timely filing of required federal, state, and local tax returns, informational filings, Pennsylvania annual reports, and regulatory reports applicable to the Club; coordinate with qualified professionals as approved by the Board; maintain copies of filed returns and reports; and deliver all records and Club property in the Treasurer's possession to the successor Treasurer or President at the end of the Treasurer's term.

Article V - Member Meetings and Voting

Section 1. Annual Meeting

The annual meeting of the Club shall be held in October of each calendar year for the purpose of electing trustees, receiving reports, and conducting other Club business. The specific date, time, and location shall be established by the Board.

Section 2. Regular Meetings

Regular meetings of members shall be held at intervals established by the Board and described in the Operating Rules. Regular meetings may include reports on Club status, Club business, safety programming, educational programming, social engagement, and other matters consistent with the Club's purpose.

Section 3. Special Meetings

Special meetings of the membership may be called by the President, a majority of the Board, or written petition of at least ten percent (10%) of voting members in good standing.

Section 4. Member Petition for Agenda Item, Board Review, or Member Action

Upon written petition signed by at least ten percent (10%) of voting members in good standing, the Board shall place a matter on the agenda of the next regular or special membership meeting, provided the matter is within the lawful authority of the Club.

If the petition requests review or reconsideration of an Operating Rule, Board-adopted policy, material Board decision, or other matter within Board authority, the Board shall review the matter within a reasonable time and shall record in the minutes whether the Board affirms, modifies, repeals, defers, refers, or otherwise acts on the matter.

If the petition requests action on a matter reserved to the voting membership by the Articles of Incorporation, Charter, these Bylaws, or applicable law, the matter shall proceed under the applicable notice, quorum, voting, and procedural requirements.

A vote of the membership on a matter within Board authority shall be advisory unless the Articles of Incorporation, Charter, these Bylaws, or applicable law expressly makes the vote binding. Nothing in this section limits the right of voting members to remove trustees, amend the Charter or Bylaws, elect trustees, or exercise any other right reserved to voting members.

Section 5. Electronic Meetings

Meetings of members or the Board may be conducted in person or by electronic means, including video or teleconference, provided participants can hear and be heard.

Participation by such means shall constitute presence. Voting may occur electronically unless prohibited by law, the Charter, or these Bylaws.

Section 6. Special Events

The Club may designate a special event to be held in lieu of a regular meeting. Only events expressly designated by the Board as substitutes for regular meetings shall be considered equivalent to regular meetings for attendance or participation requirements. Special events not so designated shall not satisfy meeting attendance requirements applicable to good standing.

Section 7. Quorum

A quorum for membership meetings shall consist of at least ten percent (10%) of voting members in good standing. If a quorum is not present, the only business that may be transacted shall be a motion to adjourn.

Section 8. Voting Members

Voting members shall mean members entitled to vote under these Bylaws. Each voting member in good standing shall be entitled to one vote. Only voting members in good standing may make motions, second motions, vote in elections, vote on matters submitted to the membership, or otherwise exercise voting-member rights at membership meetings.

Non-voting members may attend meetings and may participate in discussion when recognized by the presiding officer, but may not make motions, second motions, or vote. No member shall vote by proxy.

Motions and votes at membership meetings shall be subject to the authority limitations and procedures set forth in these Bylaws.

Section 9. Notice

Notice of annual and special meetings shall be provided to voting members in good standing at least seven (7) days prior to the meeting and shall briefly state the purpose of the meeting. Notice of regular meetings may be provided by publication of the Club calendar, meeting schedule, or other Board-approved communication method.

Notice of any meeting at which members will be asked to vote on amendments to the Charter or Bylaws, the election or removal of trustees, or any other matter requiring member approval shall reasonably describe the matter to be considered. Notice may be delivered by electronic means, including email or other Board-approved systems, and shall be deemed effective upon transmission.

For purposes of these Bylaws, written notice may be provided by email or other Board-approved electronic communication. Email sent to the email address of record maintained in the Club's official records shall satisfy any requirement for written notice, unless otherwise required by applicable law. Members and trustees are responsible for maintaining current electronic contact information with the Club.

Article VI - Conflict of Interest

Section 1. Purpose

The purpose of this Article is to protect the integrity of Club decision-making, ensure compliance with applicable legal requirements, and avoid private inurement or impermissible private benefit.

Section 2. Definition

A conflict of interest exists when a trustee, officer, committee member, instructor, contractor, or key participant has a financial or personal interest that may influence, or appear to influence, judgment in matters affecting the Club. A conflict may also arise from interests held by a family member, household member, business partner, employer, employee, or entity in which the individual has a material financial or governance interest.

Conflicts may include compensation arrangements, financial interests in entities doing business with the Club, aircraft leasebacks or related-party arrangements, receipt or proposed receipt of economic benefits not available to members on equal terms, and preferential aircraft access, pricing, scheduling priority, or reimbursement treatment.

Section 3. Disclosure, Recusal, Approval, and Documentation

Any individual with a potential conflict shall disclose the existence and nature of the conflict before deliberation or action. After disclosure, the interested individual shall leave the meeting during discussion and vote unless invited to provide factual information. The arrangement must be approved by a majority of disinterested trustees, and the Board shall determine that the transaction is fair, reasonable, and in the best interests of the Club. Minutes shall document the disclosure, identity of the interested individual, nature of the conflict, recusal, discussion, and basis for approval or rejection.

Section 4. Annual Acknowledgement and Enforcement

Trustees and officers shall annually acknowledge in writing that they have received, read, understood, and agreed to comply with this Article and any related conflict of interest policy or disclosure procedures adopted by the Board. Violations may result in corrective action, including removal from office, cancellation or modification of an arrangement, repayment, suspension, or other remedies determined by the Board.

Article VII - Compensation and Reimbursement

Section 1. General Principle

The Club is organized as a member-operated nonprofit social club. Compensation, if any, shall be limited, reasonable, and structured to avoid private inurement, excess benefit, impermissible private benefit, or preferential treatment.

Section 2. Board Service

Trustees and officers shall serve without compensation for duties as trustees or officers.

Section 3. Aircraft Time as Compensation Prohibited

Compensation for services rendered shall not be provided, directly or indirectly, in the form of complimentary, discounted, subsidized, credited, or reimbursed aircraft flight time. Aircraft use shall be billed at standard rates established by the Board and applied uniformly based on membership class and Operating Rules.

Section 4. Compensation for Non-Board Services

The Club may compensate a trustee, officer, or member for services rendered in a capacity separate from Board or officer duties if the services are necessary, compensation is reasonable and consistent with market rates, the arrangement is reviewed and approved in advance by disinterested trustees, the interested individual discloses and abstains, terms are documented in Board minutes, and payments are monetary only and properly recorded.

Section 5. Reimbursement of Expenses

The Club may reimburse reasonable, actual, documented out-of-pocket expenses incurred on behalf of the Club. Reimbursement shall not be used as a substitute for compensation and shall not include aircraft usage benefits except reimbursement of actual costs incurred for authorized Club purposes.

Section 6. Membership Reporting

At least annually, the Board shall provide the membership with a summary of categories of compensated services or material related-party arrangements approved during the year, subject to reasonable confidentiality and privacy limitations.

Article VIII - Finances

Section 1. Nonprofit Operation

The Club shall operate as a nonprofit entity. No part of the net earnings or assets of the Club shall inure to the benefit of any member, trustee, officer, or private person except as permitted by the Charter, these Bylaws, and applicable law. No member shall receive preferential access to Club assets except on a nondiscriminatory basis consistent with membership class and Operating Rules.

Section 2. Dues, Fees, Rates, Rents, and Assessments

The Board shall establish membership dues, aircraft usage rates, hangar rents, facility charges, assessments, fees, and other charges necessary for the operation, maintenance, administration, and financial sustainability of Club assets and activities.

Section 3. Budget and Financial Reporting

The Board shall adopt an annual operating budget and may revise it as necessary. The Treasurer shall present financial reports to the Board and membership at intervals established by the Board. Financial records shall be maintained in accordance with accounting principles appropriate for nonprofit organizations.

Section 4. Nonmember Revenue and Use of Club Assets

Revenue from nonmembers shall be incidental and shall not exceed limits established by applicable law or IRS guidance. Club aircraft shall not be rented, loaned, or made available for use by nonmembers except as expressly authorized by the Board in a limited circumstance consistent with applicable law, insurance requirements, FAA regulations, and the Club's tax-exempt status. Use of Club facilities, hangar space, equipment, or other assets by nonmembers, including hangar rentals or related arrangements, shall be conducted only under Board-approved policies or agreements and shall be monitored to preserve the Club's nonprofit and tax-exempt status.

Section 5. Revenue Tracking and 501(c)(7) Compliance

The Treasurer shall maintain records sufficient to distinguish member revenue from nonmember revenue, investment income, hangar rental income, guest income, restricted fund contributions, and any other income relevant to the Club's tax-exempt status under IRC Section 501(c)(7). The Board shall periodically review such information to monitor compliance with applicable IRS guidance.

Section 6. Restricted Funds and Designated Programs

The Board may establish, maintain, and administer restricted or designated funds for purposes consistent with the Club's nonprofit purposes, including aviation education, training scholarships, safety programs, maintenance initiatives, capital projects, or other member-benefit programs approved by the Board.

Funds accepted for a restricted or designated purpose shall be accounted for separately in the Club's financial records and used only for the approved purpose, unless otherwise permitted by the terms of the restriction, applicable law, or Board-approved procedures.

The Board shall establish eligibility criteria, award procedures, oversight requirements, and reporting practices for any scholarship or designated fund program. No restricted or designated fund shall be administered in a manner that results in private inurement, impermissible private benefit, unlawful discrimination, or preferential treatment inconsistent with the Club's governing documents or tax-exempt status.

Article IX - Audits and Financial Reviews

Section 1. Audits and Financial Reviews

Annually, at the end of the fiscal year or at any other time, the books and accounts may be reviewed or audited by a committee appointed by the President or Board. The Board may require an independent audit, compilation, or financial review by a qualified third party when deemed necessary. Other audits or reviews may be ordered by the Board from time to time.

Article X - Indemnification

Section 1. Indemnification

The Club shall indemnify its trustees, officers, and authorized agents to the fullest extent permitted under Pennsylvania law against expenses, judgments, fines, and settlements reasonably incurred in connection with any proceeding arising out of service to the Club, provided the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Club.

Section 2. Insurance

The Club may purchase and maintain insurance on behalf of trustees, officers, and authorized agents.

Section 3. Advancement of Expenses

Expenses incurred by an indemnified individual may be advanced by the Club prior to final disposition of a proceeding, subject to repayment if it is ultimately determined that the individual is not entitled to indemnification.

Section 4. Authorized Agents

For purposes of this Article, authorized agents may include Board-appointed committee members, officers, functional leaders, or other individuals acting within the scope of authority granted by the Board.

Article XI - Records and Inspection

Section 1. Records Maintained

The Club shall maintain accurate books and records of account and minutes of proceedings of members and the Board.

Section 2. Member Inspection Rights

Members in good standing shall have reasonable access to records in accordance with Pennsylvania law. Requests for inspection shall be made in writing and shall state a proper purpose related to the member's interest as a member.

Section 3. Limitations and Confidentiality

Records access shall be subject to reasonable limitations established by the Board to protect confidentiality, privacy, personnel matters, privileged materials, security-sensitive information, and Club operations.

Article XII - Operating Rules

Section 1. Board Authority

The Board shall maintain Operating Rules governing day-to-day Club operations.

Section 2. Scope of Operating Rules

Operating Rules may address membership administration, aircraft scheduling and access, billing and financial procedures, aircraft use, flight training and standards, safety, maintenance, fleet strategy, hangar operations, facility access, security, conduct,

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discipline, accident and incident procedures, dispute resolution, and administrative procedures.

Section 3. Binding Effect

Operating Rules shall be binding on all members.

Article XIII - Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Club shall begin October 1 and end September 30.

Article XIV - Amendments

Section 1. Amendment by Voting Members

These Bylaws may be amended, repealed, or replaced in whole or in part by a two-thirds vote of voting members present at an annual meeting or special meeting called for that purpose, provided a quorum is present.

Section 2. Notice of Proposed Amendments

Notice of proposed amendments shall be provided to members in advance of the meeting.

Section 3. Nonsubstantive Corrections by Board

The Board may make nonsubstantive formatting, numbering, cross-reference, grammar, or typographical corrections that do not alter the meaning or effect of these Bylaws.

Certification

These Bylaws were adopted by the voting membership of Condor Aero Club, Inc. on the ____ day of _____, 20____.

President: _____

Secretary: _____