



Bylaws of Pacific Coast Flyers, Inc.

Pacific Coast Flyers, Inc. – A California Nonprofit Mutual Benefit Corporation
2210 Palomar Airport Road – Carlsbad, CA 92011 – (877) 723-5937

Contents

1.	ARTICLE I – NAME.....	1
2.	ARTICLE II – PURPOSE AND ACTIVITIES	1
3.	ARTICLE III – LOCATION	1
4.	ARTICLE IV – MEMBERSHIP	1
5.	ARTICLE V – AIRCRAFT LESSORS	1
6.	ARTICLE VI – BOARD OF DIRECTORS	2
7.	ARTICLE VII – OFFICERS	3
8.	ARTICLE VIII – FINANCES	4
9.	ARTICLE IX – MEMBERSHIP MEETINGS	6
10.	ARTICLE X – OPERATIONAL AND FINANCIAL RULES.....	6
11.	ARTICLE XI – CHANGES AND UPDATES.....	7

BYLAWS OF PACIFIC COAST FLYERS, INC.

1. ARTICLE I – NAME

- 1.1. NAME – The name of this corporation is “Pacific Cost Flyers” hereafter referred to as “PCF”

2. ARTICLE II – PURPOSE AND ACTIVITIES

- 2.1. PURPOSE – It is the purpose of PCF to:
 - 2.1.1. Provide a safe, well maintained fleet of aircraft to our membership AND
 - 2.1.2. Promote safety in general aviation through ongoing training and education AND
 - 2.1.3. Facilitate access to high quality flight instruction to the members AND
 - 2.1.4. Any other activities authorized by the Board of Directors that is consistent with the PCF Articles of Incorporation and these Bylaws.

3. ARTICLE III – LOCATION

- 3.1. The principal office of PCF operations is located at: 2210 Palomar Airport Road, Carlsbad, CA 92011.
 - 3.1.1. The location of the principal office may be changed. Any changes shall be noted, but will NOT be considered an amendment to these bylaws.

4. ARTICLE IV – MEMBERSHIP

- 4.1. PILOT CERTIFICATES – All members are required to possess a pilot certificate, or be actively working towards obtaining a certificate. Any member who is a student pilot and discontinues training with PCF is subject to immediate suspension or removal from PCF by the Board of Directors or designated officers.
- 4.2. RESTRICTIONS – No applicant or member may operate any club aircraft until the applicant or member complies with all rules and restrictions put in place by Pacific Coast Flyers, Inc.
- 4.3. APPLICABLE RULES – All members of PCF privileged to pilot club aircraft are subject to these bylaws as well as all other rules and regulations set forth by Pacific Coast Flyers.
- 4.4. MEMBERSHIP SUSPENSION – Membership may be suspended with or without cause by any member of the Board of Directors or Club Officer. Suspensions will be reviewed by the Board of Directors and may be reinstated or revoked by majority vote.
- 4.5. MEMBERSHIP REVOCATION – PCF Membership is a privilege and can be revoked at any time by a majority vote of the Board of Directors.

5. ARTICLE V – AIRCRAFT LESSORS

- 5.1. LESSOR MEMBERSHIP – Persons who lease aircraft to Pacific Coast Flyers (Aircraft Lessors) shall maintain membership in good standing to be authorized to operate their aircraft while on leaseback to Pacific Coast Flyers.
- 5.2. MAINTENANCE – Aircraft Lessors shall be solely responsible for all maintenance required for aircraft leased to PCF regardless if the aircraft is on or off the aircrafts airport of operations when the need for maintenance arises.
- 5.3. FUEL COSTS – Aircraft Lessors are solely responsible for the cost of all fuel required for aircraft leased to PCF.

BYLAWS OF PACIFIC COAST FLYERS, INC.

- 5.4. SUPPLIES – Aircraft Lessors are solely responsible for all miscellaneous supplies required for aircraft leased to PCF.
- 5.5. PCF BILLING – Maintenance, Fuel, or other supplies may occasionally be furnished by PCF in accordance with the Leaseback Agreement. Such costs will be itemized on the next statement from PCF and added to the amount due or deducted from any payment to the owner as necessary and appropriate.

6. ARTICLE VI – BOARD OF DIRECTORS

- 6.1. POWERS – Except as defined herein, all activities and affairs of PCF shall be managed as well as all corporate powers exercised under the sole direction of the Board of Directors.
- 6.2. NUMBER OF DIRECTORS – The number of directors shall be five (5).
- 6.3. TERM – Board members shall serve a term of two (2) years.
- 6.4. VACANCIES – If, for any reason, a Director position becomes vacant, the Board shall appoint a successor for the remainder of the term of the vacating Director.
- 6.5. REMOVAL – Any Director can be removed from office with or without cause by a two-thirds majority vote of a quorum of the members.
- 6.6. ELECTION OF DIRECTORS – Members of the Board of Directors shall be elected by the membership in accordance with the following:
 - 6.6.1. VOTING – Directors shall be elected by a majority of the membership present at the membership meeting defined in Article 9.
 - 6.6.2. NUMBER OF CANDIDATES – No more than three (3) members of the Board can be up for election at a time.
 - 6.6.3. NOMINATIONS IN PERSON – At the membership meeting of the members defined in Article 9.1 any member may place the name of a member in nomination, including their own, to the Secretary.
 - 6.6.4. WRITTEN NOMINATION – Written nominations for the Board of Directors is accepted by the Secretary up to sixty (60) days before the membership meeting. The Secretary will publish these nominees in the notice sent to members of the date and time.
 - 6.6.5. SOLICITATION OF VOTES – The Board shall, as necessary, formulate procedures that allow a reasonable and equal opportunity for a nominee to communicate to members the nominee's qualification and reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.
 - 6.6.6. USE OF CLUB FUNDS TO SUPPORT NOMINEES – No Club funds may be expended to support any nominee.
- 6.7. COMPENSATION – Directors may receive such compensation for their services as may be approved by Board resolution.
- 6.8. MAJORITY VOTE – To successfully gain approval, any piece of business before the Board will require a majority vote of a quorum of the Board of Directors.
- 6.9. QUORUM – 3 members of the Board of Directors shall constitute a quorum.
- 6.10. REGULAR MEETINGS – Regular Board meetings shall be held at least four times per year at such time and place as the Board may fix, provided that the first meeting shall be held no later than one month following board member elections for the purpose of selecting officers.

BYLAWS OF PACIFIC COAST FLYERS, INC.

- 6.11. SPECIAL MEETINGS – Special meetings of the Board may be called at any time by any member of the Board of Directors or any club officer at any time a quorum of the board is present.
- 6.12. RIGHT TO INSPECTION – Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of PCF.

7. ARTICLE VII – OFFICERS

- 7.1. CLUB OFFICERS – The officers of PCF shall be a President, a Chief Financial Officer, a Secretary, a Membership Officer, a Safety Officer, a Chief Flight Officer, and a Fleet Operations Officer(s) for each airport of operation.
- 7.2. TERM – Officers are elected by the Board of Directors for a term of one (1) year starting September 1 and ending August 31 the following year.
- 7.3. ELECTION – PCF Officers are elected by a majority vote of a quorum of the Board of Directors. Voting procedures shall be prescribed by the Board of Directors.
- 7.4. VACANCIES – If any office becomes vacant, whether by resignation, removal or otherwise, any of the Board of Directors may appoint a successor for the un-expired term, or delegate the responsibilities of that office to any remaining Officer.
- 7.5. OFFICER ROLES – PCF officers shall have the following responsibilities:
 - 7.5.1. PRESIDENT – Subject to the control of the Board of Directors, the President shall be the general manager of the Club and shall supervise, direct and control the Club's activities, affairs and Officers. The President shall preside at all membership meetings and at all Board meetings. The President shall also be responsible for arranging and coordinating each general membership meeting held during the year.
 - 7.5.2. CHIEF FINANCIAL OFFICER – Subject to the control of the Board of Directors, the Chief Financial Officer shall keep and maintain adequate and correct books and accounts of the Club's assets and transactions. The Chief Financial Officer shall send or cause to be given to the members and Directors such financial statements and reports as required to be given by law, by these Bylaws, or by the Board of Directors. The Chief Financial Officer shall deposit money and valuables in the name and to the credit of the Club, shall disburse the Club's funds as the Board of Directors may order, shall render to the Board of Directors, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Club. If the President is absent or disabled, the Chief Financial Officer shall perform all the duties of the President. When so acting, the Chief Financial Officer shall have all powers of, and be subject to all restrictions on the President.
 - 7.5.3. SECRETARY – Subject to control of the Board of Directors, the Secretary shall keep a book of minutes of all meetings, proceedings and actions of the Board, of committees of the Board, and of membership meetings. The Secretary shall keep and maintain a copy of the Articles of Incorporation, and Bylaws of the Club, as amended to date. The Secretary shall publish and distribute the Club's newsletter at least once a year. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these Bylaws to be given.
 - 7.5.4. MEMBERSHIP OFFICER – Subject to control of the Board of Directors, the Membership Officer shall keep in a safe place, all new and renewal membership applications, a record of the Club's members, showing each member's name, address, telephone number, a copy of their pilot certificate, current medical, and other relevant information, shall assist

BYLAWS OF PACIFIC COAST FLYERS, INC.

applicants and members with membership questions, and be primarily responsible for setting up, collecting, and maintaining the Club's membership records.

- 7.5.5. SAFETY OFFICER – Subject to control of the Board of Directors, the Safety Officer shall create a safety program for PCF, maintain safety rules as defined by the Board of Directors and Safety Officer, investigate and report to the Board of Directors and President any safety related incidents or issues related to PCF Airport operations, monitor and to work to promote a safety conscious environment.
- 7.5.6. CHIEF FLIGHT OFFICER – Subject to control of the Board of Directors, the Chief Flight Officer shall keep maintain a current list of flight instructors permitted to exercise the privileges of a flight instructor in accordance with the PCF Operational Rules. Additionally, the Chief Flight Officer shall create and enforce minimum instructor standards as defined by the Board of Directors and Chief Flight Officer. The Chief Flight Officer shall monitor and report to the board any issues relating to the training environment at PCF and work to promote best practices in instruction and an emphasis on safety and proficiency in all training and checkout activities.
- 7.5.7. FLEET OPERATIONS OFFICER(S) – Each Fleet Operations Officer shall coordinate and manage the daily operations for Club aircraft at the airport of their responsibility, including, but not limited to, aircraft insurance, member scheduling, aircraft lease arrangements, collection activities, flight payment deposits, pilot squawks, and monthly aircraft operations work sheets.
- 7.6. ADDITIONAL POWERS – Any Officer shall have such additional or revised powers, duties, and responsibilities as the Board or the Bylaws may prescribe.
- 7.7. COMPENSATION AND REIMBURSEMENT – In addition to those defined in Article 8.3 PCF Officers may receive such compensation for their services, and such reimbursement of expenses, as may be approved by Board resolution.
- 7.8. REMOVAL – An Officer may be removed from an Officer position at any time and without cause by the majority vote of a quorum of the Board of Directors.
- 7.9. BOARD MEMBERS AS OFFICERS – Members of the Board of Directors may serve as PCF Officers with a two-thirds majority vote of a quorum of the Board of Directors.
- 7.10. DELEGATION OF DUTIES – At the sole discretion of the Board of Directors the duties defined in Article 7.5 may be delegated in part or in full to another club Officer or member of the Board of Directors as is necessary to best facilitate PCF operations.

8. ARTICLE VIII – FINANCES

- 8.1. FISCAL YEAR – The Club's fiscal year begins August 1st and continues until the following July 30th.
- 8.2. DUES – Membership dues, sufficient to cover the fixed and administrative costs of Club operation, shall be established by the Board of Directors and defined in the PCF Operational and Financial Rules.
- 8.3. WAIVER OF DUES – In recognition of their contributions to the Club, the Club waives the monthly dues requirement for Club Officers, or any member currently serving on the Club's Board of Directors. Additionally, monthly membership dues will be waived for a member who is an Aircraft Lessor and whose airplane is currently available for use by Club members.

BYLAWS OF PACIFIC COAST FLYERS, INC.

- 8.4. REFUND OF CLUB DUES – Membership dues payments are considered nonrefundable unless specifically authorized by a member of the Board of Directors, the Membership Officer, or the Chief Financial Officer additionally the member must:
 - 8.4.1. submit a written letter of resignation, thirty (30) days before the scheduled membership dues due date; AND
 - 8.4.2. return the Club aircraft key(s); AND
 - 8.4.3. have no outstanding debts with PCF.
- 8.5. HOURLY FLYING RATES – The hourly flying rates shall be established by the Board and incorporated into the aircraft lease agreements.
- 8.6. PAYMENT FOR FLIGHT TIME – Flight time shall be paid for immediately upon completion of each flight operation. For some flights a club officer may require the member to pay a pre-flight reservation deposit. Acceptable forms of payment will be determined by the Board of Directors and listed in the PCF Operational and Financial Rules.
- 8.7. COLLECTIONS AND FEES – All payment and collection of funds due to the club by members are subject to fees and surcharges defined solely by the Board of Directors in the PCF Operational and Financial Rules.
- 8.8. AIRCRAFT INSURANCE – The Board of Directors shall maintain a liability and hull insurance policy covering each aircraft and shall incorporate the terms of such policy into the Club's Operational and Financial Rules. A copy of the Club's aircraft insurance policy will, at the request of any member, be made available for that member to review. Members are encouraged to read the insurance policy to understand the terms of the coverage.
- 8.9. MEMBER RESPONSIBILITY FOR AIRCRAFT LOSSES – Any damage or abuse to a Club aircraft shall be charged to the member using the aircraft at the time of the damage or abuse, whether or not the member is responsible for the damage or abuse.
 - 8.9.1. INSURED LOSS – Whenever the Club aircraft insurance policy applies, even when the Club does not file an insurance claim because the loss is less than the deductible amount, the member shall be liable for the amount of the Club's insurance policy deductible as described in Article 8.9.1.1 and the amount of downtime compensation to the aircraft owner as determined in accordance with Article 8.9.1.2. Liability as described in Articles 8.9.1.1 and 8.9.1.2 below shall be paid in accordance with the terms of the Insurance Deductible Plan.
 - 8.9.1.1. INSURANCE DEDUCTIBLE – The member shall be liable to the Club for the insurance deductible amount or the entire loss, whichever is less.
 - 8.9.1.2. AIRCRAFT DOWN TIME – When the aircraft is returned back to service, the member shall be liable to the Club for an amount equal to one-third (1/3) of the aircraft's hourly rental rate for each and every day the aircraft was out of service for repairs, provided that the total number of downtime days shall never exceed thirty (30). In turn, the Club shall pay this aircraft downtime compensation to the aircraft owner after a valid insurance claim has been processed or after Board approval. In the event of a total loss, the number of downtime days shall be zero (0).
 - 8.9.2. UNINSURED LOSS – Whenever the Club aircraft insurance policy does not apply, whether because the damage arises from causes not covered by the policy, because the policy limits have been exceeded, or because the policy has been canceled or voided due to the acts, omissions, negligence, or misconduct of the member, the member shall be liable for

BYLAWS OF PACIFIC COAST FLYERS, INC.

the total cost of the loss not covered by the insurance policy, including, but not limited to, compensation for down time and any decrease in aircraft value due to damage history.

- 8.10. ATTORNEY FEES – In the event of suit, collection costs and reasonable attorney fees are payable to the prevailing party.
- 8.11. WAIVER OF FEES – The fees in this Article may be reduced or waived by a majority vote of a quorum of the Board of Directors under special circumstances.

9. ARTICLE IX – MEMBERSHIP MEETINGS

- 9.1. MEETINGS – Membership meetings will be held at least two times a year, on a date, time, and place determined by the Board of Directors for the purposes of conducting club business and voting on club matters, with one of those meetings to take place in July for the purposes of electing the Board members.
- 9.2. QUORUM – Eight percent (8%) of the membership shall constitute a quorum for the transaction of business at any meeting of members. To transact new, unannounced business from the floor of the meeting, at least one-third of the total membership must be present. Otherwise, only matters published in a meeting notice consistent with Article 9.6 may be transacted once the 8% quorum is met.
- 9.3. MANNER OF CASTING VOTES – Voting may be by voice or ballot, except that any election of Directors must be by ballot.
- 9.4. RESTRICTIONS – Member voting in any club election are subject to the following restrictions:
 - 9.4.1. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be allowed.
 - 9.4.2. Only full members in good standing will be allowed to vote in any club matter.
 - 9.4.3. Members must be present to vote; proxies are not allowed.
- 9.5. APPROVAL BY MAJORITY VOTE – Except as otherwise specifically provided herein, if a quorum is present at a meeting of members, or if a quorum is represented by the ballots submitted in response to a solicitation of written ballots, the vote of the majority of the voting members shall prevail.
- 9.6. NOTICE REQUIREMENTS – Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Article 9.7 of these Bylaws, to each member. The notice shall specify the place, date, and hour of the meeting and those matters that the Board, at the time notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.
- 9.7. DELIVERY OF NOTICE – Notice of any meeting of members shall be in writing and shall be given at least 20 but no more than 30 days before the meeting date. The notice shall be given either personally or by mail, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Club at the time notice is given.

10. ARTICLE X – OPERATIONAL AND FINANCIAL RULES

- 10.1. OPERATIONAL AND FINANCIAL RULES – Operational and Financial Rules deemed necessary for the financially viable and operationally efficient running of the Club shall be established, revised, or revoked by the Board of Directors.

BYLAWS OF PACIFIC COAST FLYERS, INC.

11. ARTICLE XI – CHANGES AND UPDATES

- 11.1. CHANGES – These Bylaws may be changed or updated by a two-thirds majority vote of a quorum of the Board of Directors at any time, or by a two-thirds vote of a quorum of the membership.