

# BYLAWS OF ROGUE VALLEY HANG GLIDING AND PARAGLIDING ASSOCIATION, INC., AN OREGON NONPROFIT CORPORATION

## ARTICLE I — NAME AND PURPOSE

### Section 1

The name of the association is Rogue Valley Hang Gliding and Paragliding Association, Inc., an Oregon nonprofit corporation, hereinafter referred to as the RVHPA.

### Section 2

The primary purposes of the RVHPA are to engage in the development, study and use of hang gliders and paragliders capable of being launched by human power alone; to make available and disseminate knowledge about hang gliders and paragliders and the sport of hang gliding and paragliding; to organize training seminars; to acquire, develop, and maintain flying sites; to organize events for the flying of hang gliders and paragliders; to promote safety and safe flying practices, and education with respect thereto; and to promote goodwill towards hang gliding and paragliding within the larger community.

RVHPA members will adhere to FAA regulations, USHPA requirements and acceptable behavior standards reflecting positively upon RVHPA and our sport, including but not limited to charter membership rules, site rules and individual membership/behavior standards.

## ARTICLE II — MEMBERSHIP

### Section 1. Definition

The initial members of the RVHPA shall be those individuals who are existing members of the unincorporated group known as Rogue Valley Hang Gliding and Paragliding Association at the time that the Articles of Incorporation for the RVHPA were filed with the Oregon Secretary of State. All Liability Waivers and dues of the initial members shall carry over and be of equal force and effect with respect to the RVHPA. Members of the RVHPA admitted after the filing of the Articles of Incorporation shall consist of individuals having submitted a completed membership form, current dues, and who are also current members of the USHPA, however, all member applications are subject to approval of the Members.

### Section 2. Types of Membership

#### A. Local Member

A local member is a member who predominantly resides within a 50 mile GPS based radius from Woodrat Mountain Launch. Additionally, members who reside in a radius between 50 and 75 miles from Woodrat Mountain Launch may, (at their sole discretion) elect to be a Local Member. A local member has voting rights in the club.

### **B. Visiting Member (Annual)**

A visiting member is a member who resides farther than a 50 mile GPS based radius from Woodrat Mountain Launch. A visiting member does not have voting rights in the club.

### **C. Visiting Pilot (Temporary Member)**

A visiting pilot (temporary membership) for various time limits as may be set by RVHPA, or for an event with a defined start/end date of not longer than 10 days duration. A visiting pilot (temporary member) does not have voting rights in the club.

### **D. Commercial**

A commercial member is a member who can provide/perform tandem instruction, non-tandem instruction, flying clinics, or competitions for remuneration at or from Woodrat Mountain. A commercial member who resides within a 75 mile GPS based radius of Woodrat Mountain Launch has voting rights in the club. A commercial member who resides farther than a 75 mile GPS based radius from Woodrat Mountain Launch does not have voting rights in the club.

## **Section 3. Minors**

A minor must have the written consent of his/her parent and/or guardian and sign and return to the membership committee, the RVHPA "Assumption of Risks and Release of Liability Waiver" prior to flying any RVHPA site or participating in any RVHPA training seminar.

## **Section 4. Liability**

The RVHPA does not accept responsibility and/or liability for the physical well-being of its members or individuals.

## **Section 5. Yearly Dues**

The general membership shall adjust the amount of the yearly dues when it deems appropriate. Dues are paid annually in advance for the calendar year. New local members to RVHPA who pay dues on or after September 1 are granted credit for the subsequent calendar year dues. Voting privileges and Woodrat flying privileges are granted only to those individuals who have paid dues for the current calendar year.

## **Section 6. Rules for Membership**

Application for membership in the RVHPA indicates an acceptance, by said applicant, of these Bylaws.

## **Section 7. Ending Membership**

Memberships are non-transferable and will terminate on the death, resignation or removal of the member. A member may resign at any time by delivering notice to the President or the Secretary.

### **Section 8. Student Pilots**

Student pilots training with local instructors, but not yet rated, are not required to have a RVHPA membership to fly at Woodrat Mtn., but they must have as a minimum a USHPA temporary membership. Student pilots who have joined USHPA with an annual membership must join RVHPA, but will have their annual RVHPA membership dues waived for their first year's membership.

## **ARTICLE III — MEETINGS OF THE MEMBERS**

### **Section 1**

Meetings shall be bi-monthly, with an annual schedule to be proposed by the current Secretary. A quorum for the conduct of any business shall be six voting members attending either in person or by online meeting platform, except for special meetings described in Section 3. Local RVHPA members will vote on motions and approvals as they arise and a simple majority will determine the outcome, with the exception of the supermajority requirements found elsewhere in these bylaws.

### **Section 2**

Voting may take place online or at regular membership meetings. Online voting shall be monitored and recorded by two or more board members. Online voting responses shall be made available to the general membership.

### **Section 3**

Special meetings may be called by any officer for the conduct of temporary special business. At least two officers and two members for a total of four shall be present at such a meeting to constitute a quorum. Any decision made must be unanimous. The decision is in effect only until the next regular meeting where it must be ratified to remain.

### **Section 4**

The conduct of all meetings to conform to those contained in "Robert's Rules of Order".

### **Section 5**

Financial expenditures exceeding the greater of \$5,000 or ten percent of the club's net assets require a two thirds majority approval vote. Voting will be done online. This vote requires that there are at least 24 voting members in the club at the time the vote is opened.

## **ARTICLE IV — BOARD OF DIRECTORS**

### **Section 1**

The Board of Directors shall be composed of the current officers and the immediate past president, past vice-president, past secretary, past treasurer, past director at large and past flight safety officer.

## **Section 2**

The duties and the powers of the Board of Directors shall be to deal with all the routine business which comes before the RVHPA, evaluate and present to the members all matters of special concern, and to report all actions of the Board of Directors to the membership.

## **Section 3**

Regular meetings of the Board of Directors shall be based on a schedule to be proposed by the current Secretary and confirmed by the Board of Directors. This schedule shall be posted online and members may attend such meetings but shall have no right to vote on any matter. Special meetings of the Board of Directors shall be called at a time and place determined by the President and/or any other member of the BOD. The Secretary will notify the BOD of the place, date and time of the special meeting no fewer than 3 days before the meeting. Notice may be made by mail or e-mail at the address on record of the BOD member(s). These may include discussions and decisions conducted using email.

## **Section 4**

A majority of the Board of Directors and/or three-fifths of the current officers shall constitute a quorum for the conduct of business at any meeting of the Board of Directors.

## **Section 5**

The appointment to any vacancy on the Board of Directors shall be filled by special election by local members online or at the next regular membership meetings. Online voting shall be monitored and recorded by two or more BOD members. Online voting responses shall be made available to the general membership.

## **Section 6**

Each member of the Board of Directors shall serve without recompense or material reward, except as otherwise provided for in these Bylaws.

## **Section 7**

The Board of Directors shall have a limited discretionary spending amount of up to \$1,000 per event; any amount above this limit must first be approved by a vote of the members. Spending may be voted and approved with a majority vote by board members via E-mails in between meetings.

# **ARTICLE V — OFFICERS**

## **Section 1**

The officers shall be elected by the voting members via online election held not before November 1st and not later than December 1st of the year prior to the year the board is to serve. Officers shall hold office for two (2) years or until their successors are elected and seated on January 1st of year following the new officer's election. President, Vice-President, and Director at large will be elected in even years. Secretary, Treasurer, and Safety Director will be elected in odd years.

Voting shall be open for a minimum of 7 days and a maximum of 14 days. Election notices shall be sent via email, on the group email list, and on the RVHPA forum.

1. The officers shall have been local members in good standing for a minimum of six (6) months prior to election.
2. In case of the removal of the President from office, his or her death, or resignation, the Vice-President shall become President.
3. Whenever there is a vacancy in any office, the President shall nominate a successor officer who shall take office upon confirmation by the affirmative vote of the members at the next regular meeting.

## **Section 2 - Duties and Powers**

### **A. President**

1. The President shall preside at all meetings, appoint all committee chairmen, sign and execute all contracts in the name of the RVHPA, and shall have general supervision over the management of all affairs of the RVHPA.
2. The President shall serve as a member ex-officio of all committees and shall enforce the rules and regulations as set forth by these Bylaws.
3. The following shall be the order of business for the conduct of membership and/or Board of Directors meetings:
  - A. Call to order
  - B. Roll call of officers
  - C. Reading and call for approval of minutes of the previous meeting
  - D. Treasurer's report
  - E. Reports of special and standing committees
  - F. Reading of approved applications for membership
  - G. Old or unfinished business
  - H. New Business
  - I. Local incident reports

J. Adjournment

K. Entertainment or educational program if any

### **B. Vice-President**

The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence or disability of the President, and shall perform such other duties as may be delegated to him or her by the President and/or the Board of Directors. He or she shall also be chairman of the standing membership committee.

### **C. Secretary**

The secretary shall be vested with all the powers and shall perform any such duties as may be incident to the office as well as those that may be required in the absence of the President, Vice-President, Treasurer or them all.

The Secretary shall be responsible for the keeping of the historical records, current files and the club library of the RVHPA, including keeping minutes of all meetings of the members and Board of Directors and posting such minutes online within 10 days of the meeting for the benefit of the members.

The Secretary shall be responsible for all the incoming and out-going correspondence including the care of the RVHPA Post Office box, which shall be located at a site selected by the Board of Directors.

The Secretary shall maintain documentation listing standing committees and members, as well as additional duties or exchange of duty responsibilities between officers and/or assigned to club members over and above those listed in the bylaws. Documentation shall be available and easily accessible by the membership.

The Secretary shall perform such other duties as may be required of him or her by the President, Board of Directors or the membership.

### **D. Treasurer**

The Treasurer shall be vested with all the powers and shall perform any such duties that may be required in the absence of the President, Vice-President, Secretary or them all.

The Treasurer shall receive and deposit all funds, execute all checks for expenditure, account for all receipts, disbursements, and balance on hand each month. The Treasurer will chair the club's investment committee. In addition, the Treasurer shall report the finances of the RVHPA at each regular meeting of the members.

The Treasurer shall keep the membership records and issue membership cards or stickers as required.

The Treasurer shall be subject to audits with the auditor, method, timing, and scope at the discretion of the Board of Directors. At a minimum, an audit will be performed comparing the treasurer's reports to bank and investment account statements at the end of an outgoing treasurer's term.

The Treasurer shall perform such duties as may be required of him or her by the President, Board of Directors or the membership.

#### **E. Flight Safety Officer**

The Flight Safety Officer shall be vested with all the powers and shall perform any such duties as may be incident to the office as well as those that may be required in the absence of the President, the Vice-President, the Secretary, the Treasurer or all of them.

The Flight Safety Officer shall be chairman of the flight committee and shall appoint assistants as needed to aid him or her in performing such duties as may be incident to the position.

The Flight Safety Officer shall hold a current USHPA Intermediate rating (H3, or P3) or higher.

The Flight Safety Officer shall be responsible for the discovery, procurement, preparations, regulations, maintenance, documentation, and control of all RVHPA flying sites, including completion of site compliance certificate and risk assessment and mitigation plan filing with USHPA.

The Flight Safety Officer shall maintain a list of accidents and incidents reported at the club's sites.

The Flight Safety Officer has the authority to shut down club sites due to hazardous situations or conditions and to restrict flight operations of individual pilots, if necessary, to avoid potential accidents.

#### **F. Director At Large**

The Director at Large shall be vested with all the powers and shall perform any such duties as may be incident to the office as well as those that may be required in the absence of the President, the Vice-President, the Secretary, the Treasurer or all of them.

The Director at Large shall be responsible for maintaining wind socks, launching and landing areas and perform any such duties as required of him or her by the President, BOD or the Membership.

#### **G. Other Club Duties**

Exceptions to and/or additional responsibilities and duties performed by specific board or club members on a particular elected board shall be kept in a document describing them by the club secretary. These shall include but not be limited to Insurance filings, event chairs, website maintenance, membership records, fundraising activities, tax and business filings, standing committees, etcetera.

## **ARTICLE VI — WMIC - Woodrat Mountain Instruction Committee**

### **Section 1**

The Woodrat Mountain Instruction Committee (WMIC) is responsible for monitoring and overseeing the quality, quantity and site impact of flight instruction at the Woodrat Mountain flying site subject to review by the RVHPA Board of Directors.

Instruction subject to WMIC oversight includes:

- basic to advanced solo instruction including tandem instructional flights
- clinics, tours, and special events where instruction and or mentoring is provided

Recreational non-commercial tandem flights by USHPA Tandem Instructors are not governed by the WMIC.

## Section 2

The Committee shall consist of a minimum of three members including a chairperson. At least two of the members must be local, active and qualified instructors. Committee members are nominated by the WMIC or RVHPA Board and approved by the RVHPA Board of Directors.

## Section 3

The WMIC shall approve the instructors permitted to teach and/or conduct commercial tandems at Woodrat Mountain and the associated landing zones. They shall publish the requirements used to qualify these instructors.

The WMIC shall approve the individuals/organizations who will lead clinics, tours, and special events where instruction and/or mentoring is provided subject to ARTICLE VII.

## ARTICLE VII – APPROVAL FOR CLINICS, TOURS, AND EVENTS

Approval for clinics, tours, competitions and fly-ins shall be as follows. *In addition, all events are subject to landowner approval.*

Event* Description	Approval by:	Requirements/notes
Planned event with 15 participants or fewer	WMIC	WMIC must notify Board and members
Planned event with 45 participants or fewer	Simple majority by RVHPA Board of Directors	Board must notify club members
Planned event with over 45 participants	Simple majority by online vote of RVHPA members	Minimum 5 day voting period

**Additional requirements for events that have a club cost or that present a financial cost risk in operation or if they have to be canceled:**

Financial risk \$2,500 or less	Simple majority by RVHPA Board of Directors	The event organizer(s) must present a budget and financial risk estimate. Information should include a description of the event, budget estimate, maximum number of participants, a no-go criterion including a date and an estimate of number of paid registrations to meet no-go criteria, and proposed event dates. The Board of Directors must provide these items to the membership with the voting proposal.
Financial risk greater than \$2,500	**Membership vote online by simple majority.	The event organizer(s) must present a budget and financial risk estimate. Information should include a description of the event, budget estimate, maximum number of participants, a no-go criterion including a date and an estimate of number of paid registrations to meet no-go criteria, and proposed event dates. The Board of Directors must provide these items to the membership with the voting proposal.

\* Event as used in this chart can be a clinic, tour, competition, or fly-in

\*\* This vote requires that there are at least 24 voting members in the club at the time the vote is opened. The simple majority is an exception to the Article 3 Section 5 requirement for a 2/3 vote for expenditures that might exceed the \$5,000 threshold.

**ARTICLE VIII — PROXY VOTING**

This is a process by which a member in good standing who is unable to attend a meeting (physically or online) may communicate and register their vote for a specific issue or issues. RVHPA abides by Oregon Statute 65.231 as it regards proxy voting within registered non-profit organizations.

**ARTICLE IX — SUSPENSION, EXPULSION AND REMOVAL FROM OFFICE**

### **Section 1**

Any member may be suspended for a period of time or expelled for cause, such cause including a violation of any of these Bylaws, flight regulations or other rules of the RVHPA, or for conduct prejudicial to the best interests of the RVHPA. The suspension or expulsion of a member shall be by a majority vote of the Board of Directors and/or a two-thirds vote of the current officers: President, Vice President, Secretary, Treasurer, Flight Director and Past President. This vote may take place via email. All decisions regarding the suspension or expulsion of a member shall be final.

### **Section 2**

Any BOD member or officer may be removed or expelled for cause, such as violation of any of these Bylaws, flight regulations or other rules of the RVHPA or for conduct prejudicial to the best interest of the RVHPA. Such actions shall require a two-thirds vote of the members present at any regular or special meeting.

### **Section 3**

Any member, BOD member or officer who may come under scrutiny for suspension, expulsion and/or removal must be notified of such by the Board of Directors and said member, BOD member or officer shall be given the opportunity to present a defense to the Board of Directors and to the general membership. Defense may be done in person, via email, or by letter.

## **ARTICLE X — AMENDMENTS**

### **Section 1**

Amendments to these Bylaws may be proposed by any BOD member or a member in good standing.

### **Section 2**

Amendments must receive a two-thirds vote of the BOD and then a two-thirds vote of the members following a 30 day posting of the amendments.

### **Section 3**

Proposed Amendments shall be posted online at least 30 days prior to the membership voting thereon. Voting to be carried out online.

## **ARTICLE XI — CLUB DISSOLUTION**

### **Section 1**

A two-thirds majority online vote will be required to dissolve the club.

### **Section 2**

In the event of dissolution, all club assets including, but not limited to, real property, easements, investments and cash accounts shall be donated to the Foundation for Free Flight's Site Preservation fund.

The foregoing Bylaws were duly adopted by the Members on the 6th day of December 2012. They were revised:

January 7<sup>th</sup>, 2014 — First Revision

May 14<sup>th</sup>, 2014 — Second Revision

November 22<sup>nd</sup>, 2015 — Third Revision

August 16<sup>th</sup>, 2016 — Fourth Revision

November 3<sup>rd</sup>, 2018 — Fifth Revision

July 24, 2023 — Sixth Revision