

Bylaws of the
Gilbert International Airpark Association
Revised: 6/23/2016

I. GENERAL

- A. Description:** Gilbert International Airpark Association, referred to herein as “the Gilbert Airpark Association”, is a certificated non-profit corporation operating in accordance with the following:
1. The laws of the State of South Carolina, and of Lexington County.
 2. The Covenants, Conditions, and Restrictions for Gilbert International Airpark dated 11/30/94 filed in the Lexington County record book 3207, page 144.
 3. Road Maintenance Agreement for Gilbert International Airpark dated 12/3/03 filed in the Lexington County record book 2808, page 303.
- B. Location:** The official address and registered office of the Gilbert Airpark Association will be the address of the Association president, secretary or other club officer, as deemed necessary and appropriate by the Gilbert Airpark Association’s Board.
- C. Non-Discrimination:** The Gilbert Airpark Association does NOT discriminate on the basis of age, sex, race or religious preference.
- D. Conduct:** Meetings and business of the Gilbert Airpark Association will be conducted according to the latest revision of “Robert’s Rules of Order” (as approved and added at the December, 2007 meeting).
- E. Authority:** General authority for the Association to make and revise these airpark rules and regulations (i.e. these bylaws) is covered in Covenants section 8.02.

II. PURPOSE

The Gilbert Airpark Association owns and maintains common recreational areas, roads, and landscape of the Gilbert International Airpark. Its purposes are to:

- A.** Promote an attractive and safe environment for all members of the community.
- B.** Promote the education, exchange of technical information, and other cooperative activities among the aviation community

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III. MEMBERSHIP

- A. Eligibility:** The Association shall have one class of membership which shall be all owners.
- B. Dues:** The Board of Directors may recommend a level of dues for a particular year to be approved by the membership. Payment of annual dues to the Gilbert Airpark Association Treasurer should be made by July 1st for the current calendar year. Dues are considered past due after July 31st and delinquent as of August 1st. The Board of Directors may take appropriate action on all delinquent accounts. New members joining the Gilbert Airpark Association after January 1st will pay a prorated amount for the months remaining in the calendar year.

IV. MEETINGS

- A. Regular Meetings:** The Gilbert Airpark Association shall meet three times per year: the second Sundays in February, June, and November. Meetings shall be at a time and place to be announced to the membership at least seven (7) calendar days prior to the meeting. All regular meetings are for the purpose of receiving annual reports of the Gilbert Airpark Association Officers and committees and other related business.
- B. Special Meetings:** Additional meetings to address specific needs of the community may be called by the Board of Directors and held at a time and place announced to the membership at least seven (7) calendar days prior to the meeting. Postal and/or electronic mail will be the primary methods of informing members of upcoming meetings and events.
- C. Elections:** Election of officers shall occur in November of each year at the regularly scheduled meeting for the following calendar year.
- D. Quorum:** At minimum, one-third of the voting power represented in person, of which at least two must be officers, shall constitute a quorum at a meeting. If these conditions are not met, then any meeting of Association members shall not be construed as an "official" meeting.
- E. Vote:** The Association will resolve as many issues as possible through consensus. Decisions may be delayed by the Board of Directors to a future meeting for further research and discussion, as needed. After all consideration, if a decision is needed, a majority vote (51%) of the members in attendance at a meeting is controlling.

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- F. **Eligibility to Vote:** All owners of a lot share one vote, and owners must be in good financial standing in order to vote. No owner(s) shall have more than one vote no matter how many lots are owned.

V. BOARD OF DIRECTORS

- A. **Number:** The powers, business and property of Gilbert Airpark Association are exercised and conducted by a Board of Directors. The four (4) elected Officers for a particular calendar year shall be the President, the Vice-President, the Secretary, and the Treasurer.
- B. **Chairman:** The Gilbert Airpark Association President acts as Chairman of the Board.
- C. **Meetings:** Meetings of the Board are called at a time and place to be determined by the President. A meeting may also be called and scheduled by any two members of the Board of Directors.
- D. **Authority:** The Board of Directors has authority to make decisions for expenses of up to \$1,500.00 for maintaining recreational/common areas, roads, and landscape to preserve the appearance of the development for all the residents of the community. The Board of Directors makes recommendations to the membership for other expenses and areas of concern. Any and all such expenses are reported at the regular meeting immediately following such expense.

The Board of Directors shall be empowered to make recommendations regarding enforcement of the Gilbert Airpark Associations rules and restrictions to members in non-compliance. If the member continues in non-compliance, enforcement of the recommendation will be brought to the Association's attention, and any necessary action will be voted upon.

The Board of Directors shall serve as the Gilbert Airpark Association's Architectural Review Board.

- E. **Compensation:** All Directors and Officers serve in their respective capacities without compensation or tangible reward.
- F. **Term of Office:** The term of office for all directors is one year. In the event of an unscheduled vacancy, the Board shall appoint a member to serve in the vacated capacity until the next business meeting. The election of any new Director shall be preceded by notification to the general membership by electronic or other means at least fourteen (14) calendar days before the election is held.

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VI. OFFICERS

- A. Number:** At least four (4) officers shall be elected each year to include President, Vice-President, Secretary, and Treasurer.
- B. Installation:** Installation of officers will occur at the regular meeting in November of each calendar year to take effect January 1.
- C. Vacancy:** In the event of an unscheduled vacancy of an officer, the Board of Directors shall appoint a member of the Gilbert Airpark Association to serve until the next regularly scheduled meeting of the membership when a new officer will be elected. Allow at least fourteen (14) calendar days before such an election.
- D. President:** The chief executive officer of The Gilbert Airpark Association and Chairman of the Board of Directors is the President, who presides at all meetings of the membership.
- E. Vice-President:** This officer assists the President with his duties and performs such other duties connected with operation of the Gilbert Airpark Association at the President or Directors request. In the absence, disability or other inability of the President to perform the duties of his/her office, the Vice-President shall be vested with all the prerogatives of the President.
- F. Secretary:** This officer performs duties connected with the administration of Association business, subject to the direction of the Board of Directors. Duties include taking and keeping minutes of each Association meeting, keeping an appropriate membership roster, the book of Bylaws, and other such books, records and papers as may be required by the membership or by local, state, and/or federal law. This officer also informs the general membership at least seven (7) calendar days in advance of any meetings.
- G. Treasurer:** This officer is responsible for administration of the financial affairs of The Gilbert International Airpark Association and executes expenditures on its behalf. The Treasurer also accounts for all receipt of funds and disbursements, the balance of funds on hand, and any forms or files which may be required by local, state and federal authorities. A summary of current expenses and receipts is prepared for presentation to the Board of Directors and members at the regularly scheduled meetings three times per year. In coordination with the President, the Treasurer prepares the annual financial report of The Gilbert Airpark Association for presentation to the membership.

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- H. **Other Appointed Officers:** Contingent upon the level and nature of Club activities, it may be necessary for the President to appoint members to carry out specific functions on a continuing basis. Such appointments must be approved by the Board of Directors and may include, but are not limited to:
1. **Editor:** To produce an Association newsletter.
 2. **Webmaster:** To establish and maintain an Association website.
 3. **Maintenance Officer:** To insure that Association equipment is properly maintained.

VII. ELECTIONS

- A. **When:** Election of officers for the upcoming year will occur at the regular Association meeting in November of each year for the upcoming year running from January 1st through December 31st.
- B. **Nomination Committee:** In June of each year, a Nominating Committee of four **Association members** shall be chosen as follows: The Vice-President shall be the chairman, the President shall appoint the second, the Board shall elect a third member; and the Association shall elect the fourth member. Only two (2) members of the committee, which includes the chair, may be a member of the Board of Directors.
- C. **Nominations:** The nomination committee will recommend a slate of officers to the membership at least seven (7) days prior to the November meeting and election. Members will be notified of the committee's recommendations by the Secretary via postal or electronic mail. Any active member of The Gilbert Airpark Association in good standing shall also have the right to nominate an Association member as an Officer for the upcoming year (i.e., there may be nominations from the floor at the annual elections).
- D. **Majority Rule:** The election of an officer for a particular position will require a simple majority (51%) of members in attendance at the meeting when officers are elected. For officers in which more than one candidate is nominated, paper ballots will be cast. The active Secretary will be responsible for tallying votes and certifying election results to the membership.

VIII. FINANCE

- A. **Fiscal Year:** The fiscal year of The Gilbert Airpark Association runs from January 1st to December 31st of each calendar year.

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- B. Dues:** The annual dues are \$400.00 per property owner regardless of how many lots are owned. The Board of Directors may increase the dues by not more than 5% in any one year. The annual dues may be increased above the 5% by a vote of two-thirds (2/3) of members of the Association who are voting in person or by proxy at a meeting duly called for this purpose by the Board of Directors.
- C. Special Assessment:** In addition, the Board may bring before the members of the association a special assessment applicable to one year only for the purpose of defraying the cost of any equipment, construction, repair, or replacement of capital improvement of the common areas. The Association must approve any such special assessment by a vote of two-thirds (2/3) of the members of the Association at a meeting duly called for such purpose by members voting in person or by proxy.
- D. Normal Disbursements:** The Treasurer and at least one other officer, as designated by the Board of Directors, are authorized to issue checks for normal operating costs.
- E. Other Disbursements:** Expenditures of funds over \$1,000.00 must be authorized by a simple majority (51%) of members in attendance at the meeting.
- F. Bank Account:** The Treasurer shall receive and deposit all Association funds. Funds will be paid by check or credit card.
- G. Financial Report:** The Gilbert Airpark Association Treasurer will present a detailed financial report to the general membership during the meeting to elect Officers for the upcoming year. A treasurer's report will be presented at all other regular meetings.
- H. Surplus Funds:** Any surplus funds remaining at the end of the fiscal year, after all operating costs and other expenses have been paid, will remain in The Gilbert Airpark Association's treasury for contingencies and/or services. In no case, will The Gilbert Airpark Associations funds be distributed back to the members for individual use.
- I. Turn Over of Assets:** The outgoing Treasurer will obtain an in-house audit and present a written report to the incoming Treasurer of revenues and expenditures of the past year, and a current balance sheet of assets and liabilities. Details of the actual transfer of fiscal authority will be resolved between the incoming and outgoing Treasurers.

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IX. AVIATION AND COMMUNITY

Gilbert Airpark is unique in the freedom provided aviators to enjoy the sport/avocation of flying. This is accomplished by careful management of risks through skill, care, constant attention, and relentless focus on maintenance and safety factors so that the most minor of accidents can be avoided or minimized.

No set of rules alone can ensure community safety and preserve the spirit of flying to our daily lives. Pilots/aircraft owners must critique their own behaviors to keep all safe in the community. Their responsibilities include all homes, property, each and every community member – adults and children, visitors, personal property, pets, and wildlife.

In addition, safety here in our unique setting must be everyone's personal mission: flyers, non-flyers, adults, youth and children. Safety must be a part of everyone's attention on a continuing basis. Therefore, these bylaws hereby assign all individuals of this community a special role as a safety activist for the merging of aviation and community.

X. APPROVALS

- A. Bylaws:** Changes and/or amendments to these Bylaws may be made by an affirmative vote of at least 75% of the existing members at a special meeting for that purpose, and proposed bylaws must conform to the most recent set of approved covenants. Owners may vote at such a meeting in person or by proxy.
- B. Routine Business:** Routine business matters of the Association may be approved by an affirmative vote of a simple majority (51%) of members of the Association who are voting in person at a regularly scheduled meeting.
- C. Substance:** The substance of any proposed amendment to these bylaws must be announced to the membership in writing at least 7 days prior to the meeting in which it is brought to a vote. This notification may occur by electronic or other means.

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XI. RATIFICATION

The foregoing Bylaws of the Gilbert International Airpark were approved by the members on _____, 2016 as evidenced by the signature of the President and attested to by the Secretary.

President's Signature _____

Secretary's Signature _____