

WOR Updated Bylaws

Final Draft

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Updated Bylaws - Proposed Revisions

Bylaws of the Wings of Rogallo Northern California Hang Glider Association, a California nonprofit mutual benefit corporation.

1. Club Name and Purpose

1.1. Name

The name of the corporation is the Wings of Rogallo Northern California Hang Glider Association, hereafter referred to as Wings of Rogallo or WOR.

1.2. Purpose

The purpose of WOR is stated in its [Articles of Incorporation](#).

2. Membership

2.1. Membership Types

Full Members

A full member of WOR is an individual who has submitted an application for membership, whose dues are paid, and who has flying privileges at WOR-regulated sites, by meeting the appropriate USHPA membership requirements. Full members receive official club communications (notices about elections, bylaws, and other club matters) via email.

Contributing Members

A contributing member of WOR is an individual who has submitted an application for membership and whose dues are paid, but does not have flying privileges at WOR-regulated sites. Contributing members receive official club communications (notices about elections, bylaws, and other club matters) via email.

Visiting Members

A visiting member of WOR is an individual who has submitted an application for membership, and who has flying privileges at WOR-regulated sites, provided that they meet the appropriate USHPA membership requirements to fly. Visiting members may fly for free or at a discounted rate at WOR-regulated sites for a number of days to be determined and published by the Executive Board. Visiting members must upgrade to a Full Membership if they wish to fly beyond the number of free or discounted days determined by the Executive Board. Visiting members do not receive official club communications (notices about elections, bylaws, and other club matters), but may receive informational notices that pertain to flying sites.

Visiting members are not voting members of this corporation and are not “members” within the meaning of this Bylaws or the Nonprofit Mutual Benefit Corporation Law.

2.2. Honorary membership

Honorary membership is awarded as special recognition of an outstanding individual, upon the recommendation of the Executive Board. Honorary members are granted either a Full or Contributing membership as determined by the Executive Board, and are not required to pay membership dues for a period of time determined by the Executive Board.

2.3. Member voting rights

All Full and Contributing members who have active membership status (barring any disciplinary action which supersedes this right) shall have the right to vote in any election and on any and all matters of club business that requires a vote.

2.4. Termination of membership

Membership in WOR shall continue as long as the members pays all required dues until terminated as follows:

- a) Membership shall terminate on the death or resignation of a member. Member resignations shall be in writing and delivered to the President, Vice-President, or Membership Services Director.

- b) Membership shall automatically terminate sixty days after a member is sent written notice that membership will be terminated for failure to pay dues. A member may avoid such termination by paying the amount of delinquent dues, together with any interest or late fees assessed by the Board, within such sixty-day period.
- c) Membership may be terminated by the Executive Board if the Executive Board makes a good faith finding that a member has failed in a material and serious degree to observe the rules of conduct at WOR sites or events, or has engaged in altercations or offensive conduct at WOR sites or events, or has engaged in other conduct that is detrimental to WOR's purposes and interests such that continued participation by the member in WOR is not in the best interests of WOR and the furtherance of its purposes.

In the case of proposed termination of a membership under subsection (c) above, the following procedures shall apply:

- i) WOR shall provide a written notice to the member, setting forth the proposal for termination, the reasons for it, the date on which the proposed termination shall become effective, and the date, time, and place (if any) of the hearing described in the next subsection. Such notice shall be given (a) by personal delivery, or (b) by first-class, registered, or certified U.S. mail, or (c) by private delivery service such as UPS or FedEx, or (d) by fax or email or other electronic transmission, in compliance CA Corporations Code Section 20. Notices sent by U.S. mail shall be deposited with the U.S. Postal Service at least twenty days before the proposed date of termination, and at least fifteen days before the date set for the hearing before the date of the meeting. Notices given by personal delivery, private delivery service, or other electronic transmission shall be delivered at least fifteen days before the proposed date of termination, and at least ten days before the date set for the hearing. Except for notices given by personal delivery, all such notices shall be delivered to the mailing address, email address, or fax number (as applicable) of the member provided by the member to WOR for purposes of notice or appearing in the records WOR.
- ii) Hearing. The member shall be given an opportunity to be heard, either orally or in writing, not less than five days before the effective date of the proposed termination, by the Board. If the member does not appear and has not notified the President of any adequate reason therefor, or chooses not to appear at the hearing, the termination shall be effective automatically on the proposed date of termination.
- iii) Determination. Following the hearing date, the Board shall decide whether or not the member should in fact be terminated or suspended. That decision shall be final, and the member shall be promptly notified of it. If a member is terminated hereunder, all membership rights of such member in this corporation shall cease on the effective date of the termination stated in the notice given pursuant to subsection (i) above.

3. Meetings

3.1. General club meetings

General club meetings for all WOR members shall be held at least once per calendar year, for the purpose of conducting club business. The time, place, and purpose of these meetings shall be selected by the Executive Board and announced to members by the Communications Director not less than 10 nor more than 90 days before the date of the meeting. Meeting notices shall be transmitted to members at the address such members provide (and may be sent electronically to members who consent to receive notices electronically). Meetings may be held online and/or in person as long as all members have a reasonable opportunity to participate in the meeting (including the ability to read or hear the proceedings as they occur) and to vote.

Additional meetings may be scheduled by the Executive Board, the President, or by 5% or more of the voting members at a time and location announced to the membership or by special notification, prior to the event.

20% of eligible voting members shall constitute a quorum at a meeting of the members. Unless a quorum of the members is present at a meeting, the only matters that may be voted on at the meeting are matters where the general nature of the matter was described in the meeting notice. Motions may be passed by a simple majority vote. No member may vote by proxy.

Meeting notes shall be recorded by the Secretary or a designated note-taker, and published to all members after the meeting.

3.2. Executive Board meetings

Executive Board meetings shall be held as needed, for the purpose of conducting club business. All Executive Board members shall strive to attend each meeting. Special meetings of the Executive Board may be called by the President, Vice-President, or by a majority of Executive Board members. All members of the Executive Board shall be notified of the time and place of meetings at least 48 hours in advance, unless notice is waived in writing by the board member. Meetings may be conducted online as long as all Executive Board members can hear one another or communicate one another concurrently, and each member can participate in the board's discussion and can vote. The President or a designate, may invite Site Committee chairpersons or other advisors to Executive Board meetings. A majority of the Executive Board members shall be a quorum for the transaction of business.

Board decisions that substantially affect club or site operations shall be announced to members after the meeting.

4. Executive Board

4.1. Board responsibilities and decisions

The Executive Board shall keep the membership informed of its activities and decisions. The activities and affairs of WOR shall be conducted and its corporate powers shall be exercised by or under the direction of the Executive Board. The Executive Board shall perform the duties noted in these bylaws. Within the Executive Board, issues will be decided by the majority vote of the board members present at duly noticed meeting at which a quorum is present, except as otherwise provided by these Bylaws or the Nonprofit Mutual Benefit Corporation Law..

The Executive Board shall determine the amount of annual membership dues for each class of members, and shall determine the conditions (if any) under which any payment of dues shall be refundable, discounted, waived, and/or the conditions (if any) under which payment of dues may be prorated.

The Executive Board shall consist of the duly elected (or appointed) officers listed in Section 4.2 below.

4.2. Officers

WOR officers shall serve without compensation or reward, except as otherwise provided by these bylaws. Officers serve one-year terms. Except for officers elected to fill a vacancy and except for the Communications Director, officers shall be elected by the membership.

The following is the list of WOR officers, and their duties:

President

The President shall preside at all meetings and have general supervision of the management of all affairs of WOR. With the approval of the Executive Board, the President will appoint the Communications Director, Committee Chairpersons, and sign and execute all contracts in the name of WOR.

Vice-President

The Vice-President shall be vested with all the powers and perform the duties of the President in case of the absence or disability of the President, and perform such duties as delegated by the President.

Secretary

The Secretary shall record meeting notes, prepare meeting notes for distribution by the Communications Director, keep historical records of the club, and perform other duties as delegated by the President.

Treasurer

The Treasurer shall manage the receipt and deposit of WOR funds, make disbursements authorized in budgets approved by the Executive Board, and prepare all required financial reports. The Treasurer will perform other duties as delegated by the President and make oral reports on the WOR financial status at each general meeting. The Treasurer shall file federal and state tax returns for WOR as required.

Safety Coordinator

The Safety Coordinator is responsible for keeping the membership advised of all matters pertaining to flight safety and flying activities. The Safety Coordinator is responsible for recommending WOR policy in all matters relating to safety, training and instruction. The Safety Coordinator oversees all rules and procedures for site operations and competition undertaken by WOR. The Safety Coordinator investigates and reports to members on significant accidents. *The Safety Coordinator must be a USHPA Observer or Instructor and possess a rating of at least P4 or H4.*

Membership Services Director

The Membership Services Director is responsible for reviewing applications for membership and managing issues related to waivers. The Membership Services Director shall ensure the corporation maintains a roster of the voting members along with their addresses for the purposes of notice. The Membership Services Director will also make oral reports on WOR membership status at each general meeting.

Communications Director

The Communications Director is responsible for communicating club-related activities and updates to members, and publishing meeting notes. The Communications Director is also responsible for activities necessary for publishing the WOR Newsletter, including organizing content, and posting the newsletter on the WOR website. *The Communications Director is appointed by the President within one week of the beginning of the term, subject to the approval by the Executive Board.*

4.3. Vacancy of officer position

Upon a vacancy in any officer position other than President, the office will be filled by appointment by the President from the Membership, contingent upon majority approval of the Executive Board. The appointment shall stand for the remainder of the current term. Vacancy of the presidency will immediately be filled by the Vice President, who will serve as such for the remainder of the President's term.

5. Elections

Elections are held in the last two months of the calendar year. Nomination and election procedures shall be established by the Elections Committee, and must provide all members with a reasonable opportunity to nominate candidates and to vote for the candidates of their choice. Calls for nominees should begin at least one month prior to the election opening date. The names of all candidates for office who have been duly nominated will be published prior to the election. Write-in candidates are not allowed. For each position, the candidate receiving the highest number of votes shall be elected. New officers will assume their duties on January 1st. In the event of a tie vote, the decision will be made by the current (outgoing) President. Voting may be conducted by written ballot. Ballots may be distributed online to members who have consented to receive online notices. Provisions shall be made for members to vote non-electronically if any member so requests.

6. Committees

Committees function as special groups organized to carry out specific activities of the club. Committees may be formed by the President at any time that a committee is deemed necessary. Committee Chairpersons are appointed by the President, subject to review by the Executive Board. The members are appointed to or dropped from the committee by the Committee Chairperson, subject to review by the Board. The Executive Board shall exercise general oversight over the actions of committees, and may review or modify committee actions or decisions as appropriate. The President has the authority to disband committees, and remove committee chairpersons or members.

6.1. Site Committees

Committees shall be formed for each site that WOR manages. Site Committee chairs serve a term of one year. Site committee chairs may serve additional terms, should they wish to continue to serve, subject to approval of the majority of the Executive Board.

6.2. Election Committee

An Election Committee shall be formed prior to annual elections by appointment of President subject to the review of the Executive Board. The committee's duty is to run the election by soliciting nominations, to conduct the election in accordance with these Bylaws and the California mutual benefit corporation law, and announce the election results to the membership (optionally, with the assistance of the Communications Director). The Election Committee chairperson shall not be a current Executive Board member. No member of the Election Committee shall become a candidate for an officer or board position in the current election.

7. Amendments

Bylaws may be amended by an affirmative vote of two thirds of a quorum of members and the Executive Board. A quorum is 20% of the eligible voting membership, and 50% of the Executive Board.

An amendment may be proposed by a majority of the Executive Board or by a petition of 20% of the eligible voting membership. All proposed amendments must be announced to the membership no less than three weeks prior to the date at which a vote will occur on the proposed amendment. Amendment votes may be conducted by written ballot. Provisions shall be made for members to vote non-electronically at any member's request.

8. Budget notification

All allocations of greater than \$500 which are not directly related to USHPA chapter renewal or landowner access fees must be approved by the majority of the Executive Board and will be communicated to members in a timely manner.

Summary of changes

1. Club name and purpose

- Changed to reference articles of incorporation (lawyer).

2. Membership

- Removed membership fees from bylaws.
- Removed payment schedule from bylaws.
- Added "contributing member" tier.
- Removed the fixed # of visiting days (2) from the bylaws (to allow for potential changes in the future without requiring a bylaw update). Visiting pilot duration to be determined by the Exec. board and published on the website.
- Added information about membership termination (lawyer)

3. Meetings

- Changed annual club meeting frequency from monthly to annually.
- Changed communication guidelines for meetings “from newsletter”, allowing for notifications to be sent via email and other means.
- Added section for executive board + site chair meetings, separate from general club meetings.
- Allow online meetings.
- Added some legalese regarding meeting notice times (lawyer).
- Members must consent to electronic notice of meetings (per lawyer, can likely be default opt-in)

4. Executive Board

- Removed requirement that WOR members must approve every board action and all decisions.
- Renamed Flight Director to Safety Coordinator.
- Renamed Newsletter Editor to Communications Director.
- Clarified that Communications Director is an appointed board position, and added it into the list of officers.
- Changed “USHGA” to “USHPA”, and added gender-neutral language.
- Removed requirement for Safety Coordinator to report safety status of *future* sites.
- Changed Safety Coordinator requirement from possessing H4 to H4 or P4.
- Removed redundant Membership Services Director responsibilities to account for tasks that are handled automatically through online memberships and waivers.
- Added wording to allow for online elections.
- Clarified election date and board transition dates.
- Updated officer vacancy guidelines.

5. Elections

- Added new section

6. Committees

- Changed wording for committee members from “subject to approval by the President” to “subject to review by the Board”.
- Removed requirement for “Committee actions or decisions affecting the club membership must be submitted to the membership for approval by majority vote”.
- Added “The President may disband committees, and remove committee chairpersons or members at his or her discretion.”

7. Amendments

- Changed requirement for amendments to be published in the “newsletter”, to “published”, allowing for email communications.
- Removed the requirement for amendment voting to occur at a meeting, allowing for online voting.
- Clarified the definition of a quorum (lawyer)

8. Budget notification

- Added a new section to add accountability and visibility for large expenses.

Other

- Removed section on Newsletter, and merged most content into Communications Director description.

Proposed change to articles of incorporation: purpose

[Current Articles of Incorporation](#)

Current wording of 2B:

The specific purpose of this corporation is to provide an organization to improve the sport of hang gliding by acquiring flying sites by working with government agencies or private individuals, promoting safety, improving the public image of the sport, and fostering the exchange of information among flyers.

Proposed wording

The purpose of this corporation is to provide an organization for participants and enthusiasts of the sports of hang gliding and paragliding that does the following:

- Preserves existing flying sites and acquires new flying sites by working with governmental agencies and/or private individuals.
- Promotes safety and provides educational information for all pilots.
- Promotes and improves the public image of the sports.
- Holds meetings, events, and activities to foster camaraderie, skills development, and information exchange among pilots.