

# Lincoln Sport Parachute Club

## By-Laws

SEP 1977  
OCT 2011

NOV 1993  
NOV 2014

NOV 1997  
FEB 2017

SEP 1999  
DEC 2020

SEP 2000

MAR 2008



## **Article I**

### **Section 1: Terms**

1. The term “USPA” shall refer to the United States Parachute Association
2. The term “SIM” shall refer to the current Skydiver’s Information Manual published by the USPA.
3. The term “BSR” shall refer to the Basic Safety requirements as defined in the SIM.
4. The term “ISP” shall refer to the Integrated Student Program found in the SIM.
5. The term “freefall status” shall refer to the students who have progressed to a Category C as defined in the ISP.
6. The term “Club” or “the Club” shall mean Lincoln Sport Parachute Club (LSPC) or any of its subsidiaries.
7. The term “quorum” shall be defined as 21 voting members.
8. The term “subsidiary” shall mean any corporation or Person (other than a human being) of which a majority of its voting power or its voting equity securities or equity interest is owned, directly or indirectly, by the Club.
9. The term “board” shall mean the Board of Directors voted in by the members of Lincoln Sport Parachute Club at the annual meeting of the members.
10. The term “trustee” shall refer to any member or members of the Trustee Committee.

### **Section 2: Name and Principle Offices**

1. The name of this Corporation shall be the Lincoln Sport Parachute Club.
2. The principal office of the Club, and any of the Club’s subsidiaries, shall be the residence of the treasurer.
3. The registered office of the Club, and any of the Clubs subsidiaries, shall be 12617 Weeping Water Road, Weeping Water, Nebraska, 68463, and such other offices at such other places as the Board of Directors may determine.

### **Section 3: Club Seal**

1. The Club shall have a seal which is impressed on the margin of these by-laws and it is hereby adopted and shall be the seal of the Club, unless changed by the board.
2. The currently seated secretary shall be the keeper of the Seal.

### **Section 4: Document Storage**

1. A binder with the official copy of all official club documents shall be kept at the principal office of the Club. Said binder shall include:
  - a. The most up to date and official version of the Bylaws.
  - b. The most up to date and official version of the Policies and Procedures.
  - c. The Articles of Incorporation.
  - d. A yearly financial summary provided by the Treasurer.
  - e. A copy of all meeting minutes from the previous three years.
2. Only members of the board may make changes to the contents of the binder.
3. The currently seated Secretary shall be responsible for keeping the binder up to date.

## **Article II**

### **Section 1: Purpose of the Club**

1. To organize a sport parachute club for athletic and social purposes.
2. The furthering of a competitive sport relationships with organizations with and without the club's sphere of activities.
3. The promotion of greater interest in sport parachuting and skydiving and the diffusion of knowledge concerning the sport.
4. To provide an opportunity for students and parachutists to gain experience and find recreation in sport parachuting.

### **Section 2: Affiliation**

1. This club shall be affiliated with the United States Parachute Association as a Group Member Dropzone.

## **Article III**

### **Section 1: General Membership**

1. Membership shall be granted only to those members who meet the following qualification:
  - a. Present and nominated for a vote at a monthly or annual meeting.
    - i. Presence requirement may be waived by a majority vote of the board.
  - b. Accepted by a majority vote of the members present at the meeting in which the candidate is nominated.
  - c. Submitted an application for membership to the board.
  - d. Currently under no financial obligation to the club.
  - e. Current member of the USPA.
  - f. Successfully completed Category C of the ISP.
2. Members whose primary residence is more than 100 miles from the Club may elect to become a "non-voting member".
  - a. A "non-voting member" shall not serve on the board and shall not have voting privileges.
  - b. A "non-voting member" may elect to become a voting member at any time provided they pay all dues per Section III of the Policies and Procedures.
  - c. Must remain a voting member for the remainder of the calendar year.
3. Members shall fulfill obligations to the Club both financial and otherwise as described in these By-laws and the Policies and Procedures.
4. Members shall conduct their actions in accordance with these By-laws and the Policies and Procedures.

### **Section 2: Military Membership**

1. Any member awarded military membership shall be granted all rights, privileges, and responsibilities as the General Membership. Military Membership may be awarded to those persons serving on active duty in the armed forces of the United States or in the armed forces of their native country provided that:

- a. The active duty term is in excess of 60 days and the deployment area is more than 100 miles away from the Club.
- b. They have met all financial obligations to the Club.
- c. They have presented a personal signed statement to the Club Treasurer including the date of entry into active duty and their desire to temporarily cease dues payment.
  - i. Dues shall be refunded on a prorated basis for the remainder of the current year.
- d. Membership to the USPA must be maintained.
- e. They have notified the treasurer within 60 days of return.
- f. They must notify the Club Secretary of any permanent change of address.

### **Section 3: Honorary Lifetime Membership**

- 1. Any member awarded Honorary Lifetime Membership to the Club shall be granted all of the same rights, privileges, and responsibilities as the General Membership.
  - a. Any member of the General Membership may be nominated.
  - b. Any member of the General Membership may submit a nomination to the board.
  - c. A unanimous vote of the current board shall be required to award a lifetime membership.
  - d. Lifetime membership should be awarded to any Club member who has contributed substantially to the Club.
  - e. A member awarded an Honorary Lifetime Membership shall have their dues waived for the remainder of their membership with the Club.

### **Section 4: Termination or Suspension of Membership**

- 1. Membership to the Club may be terminated or suspended for the following reasons:
  - a. Failure to remain Current as a member of the USPA.
  - b. Failure to remain in good financial standing with the club.
  - c. Actions which create a consistent and/or recurring safety hazard to themselves and/or others.
  - d. Theft from the Club, members, students, or guests of the Club.
  - e. Financially competing with the Club with direct conflict of interest.
  - f. Non-payment of dues prior to the March Business meeting.
- 2. Membership may be terminated or suspended by a majority decision of the board.
  - a. Any member may submit a motion for suspension or termination to the board.
  - b. Membership suspension shall be of a defined length of time.
  - c. Following termination or suspension, a terminated or suspended member may appeal to the General Membership at any Monthly or Annual Meeting within 1 year of membership termination provided the General Membership has been given 2 weeks notification of action of appeal.
    - i. The appeal shall be adjudicated by a majority decision of the General Membership present.
    - ii. Trustees shall preside over actions of appeal.
- 3. Any person may voluntarily surrender their membership to the Club provided they:
  - a. Notify the Club Treasurer in writing prior to the first day of the month in which they wish to surrender their membership.

- b. Fulfill all financial obligations to the Club.
4. Any termination of Club membership shall not be construed as relief from any debts owed the Club.

#### **Section 5: Monthly Meeting**

1. The monthly meeting shall be held on the first Friday of every month and shall take place at the registered offices of the Club unless otherwise specified by the President, Acting President, or Secretary of the Club.
  - a. Notification of a change in location should be given as soon as possible.
  - b. Notification of a change in location shall be given at least one week in advance.
2. The monthly meeting shall take place on the second Friday of the month if the first Friday is a national holiday.

#### **Section 6: Annual Meeting**

1. The Annual meeting shall be held the first Friday of December and shall take place at the registered offices of the club unless otherwise specified by the President, Acting President, or Secretary of the Club.
  - a. Notification of a change of location should be given as soon as possible.
  - b. Notification of a change in location shall be given at least 4 weeks in advance.
2. Election of Club Directors shall take place at the Annual Meeting.

#### **Section 7: Special or Emergency Meetings**

1. The President or Secretary may call a Special or Emergency meeting if:
  - a. A majority of the members have requested the meeting in writing.
  - b. A majority of the board have requested a meeting.
  - c. A meeting is immediately imperative to the survival of the club.
2. The request made by the members or the board shall state the purpose of the proposed meeting.
3. The agenda of the Special or Emergency Meetings shall be confined to the purpose stated in the meeting request.

#### **Section 8: Board Meetings**

1. The board shall meet as often as necessary, but at least quarterly, to carry out its obligations to the Club.
2. Club members are permitted to attend board meetings but may not vote and may not contribute to discussion unless otherwise requested by the board.
3. The Secretary shall notify the members of a pending board meeting at least one week prior to the meeting or as soon as a meeting date is set.
4. Quorum at board meetings will be met if at least 4 directors are present.

### **Article IV**

#### **Section 1: Election of the Board of Directors**

1. Nominations for the Board of Directors shall occur at the Monthly Meeting immediately preceding the Annual Meeting.

- a. All candidates for Director must be nominated and seconded by the General Membership in attendance.
  - b. All candidates must accept or decline nomination prior to the Annual meeting as confirmed by the Secretary.
2. Voting will occur by anonymous ballot.
  - a. Official ballots will be distributed to the General Membership by the Secretary at least 2 weeks prior to the Annual Meeting.
  - b. Members may submit ballots at the annual meeting or to any member of the board in a sealed envelope prior to the annual meeting.
    - i. Sealed envelopes must include the name of the voting members.
3. Ballots will be counted by tellers composed of the Trustees.
  - a. In the absence of any trustee a replacement may be appointed by the President provided the replacement teller is not nominated to be a Director of the Club.
4. The Directors of the Club shall be elected by a plurality vote of the General Membership.
  - a. If a plurality for any office is not reached, the candidates for the unelected office or offices will be allowed a 2 minutes speech followed by a subsequent ballot.
  - b. Voting will continue until the election of all Directors occurs.

### **Section 2: Board Powers and Authority**

1. The properties, finances, and the business of the Club, shall be managed by the board.
2. The board may exercise all powers of the Club and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-laws directed or required to be exercised or done by the General Membership.
3. The board may appoint such other agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the board.

### **Section 3: Compensation**

1. Directors, as such, shall not receive any stated salary for their services unless otherwise allowed for in Section III of the Policies and Procedures of the Club.
2. The Club shall not compensate for services unless otherwise allowed for in Section III of the Policies and Procedures.

### **Section 4: Membership to the Board of Directors**

1. The number of directors which shall constitute the whole board shall be seven.
2. Each director shall be elected to a term of one year or until their Successor shall be elected and shall qualify for the office.
3. The minimum qualifications for any board members are as follows:
  - a. Be a member of the Club.
  - b. Be at least 19 years of age.
  - c. Be a United States citizen or a lawful permanent US resident.
4. The board, at its first meeting after each annual meeting of the members, shall confirm the selection of each newly elected member of the board.
5. If the office of any director or directors is vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the

remaining directors, even if less than a quorum, shall choose a successor or successors who shall hold office for the unexpired term or until the next election of directors.

6. A Director or Directors of the board may be removed from office at any Monthly, Annual, Special, or Emergency Meeting provided the General Membership has been given 2 weeks notification prior to action of removal.
  - a. The removal of a director will require a quorum and two-thirds vote of the members present.

### **Section 5: Directors and Officers Responsibilities**

1. The Directors of the Club shall be chosen by the members and shall hold a chair on the Board of Directors. The chairs that constitute the Board of Directors shall be: President, Vice President, Secretary, Treasurer, Training Officer, and Two Board at Large members. The responsibilities of each chair shall be as follows:
  - a. President:
    - i. The President is the Chief Executive of the Club.
    - ii. The President shall preside at all meetings of the members and directors.
    - iii. The President shall have general and active management of the business of the Club and see that all orders and resolutions of the board are carried into effect.
    - iv. The President shall have the authority to sign and execute all contracts when so authorized by the Board of Directors. The President shall also have general supervision over the management of all affairs of the Club.
      1. The President may not delegate this authority to any other person except for the Secretary or an individual designated by a majority of the board.
    - v. In the absence or disability of the Treasurer, the President shall execute, in the name of the Club, checks for the expenditure authorized by the board.
  - b. Vice President:
    - i. The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President.
    - ii. The Vice President shall be responsible for the approval of all demonstration jumps.
    - iii. The Vice President shall act as a liaison between the General Membership and the board.
    - iv. The Vice President shall perform other duties as the board shall direct.
    - v. The Vice President should maintain a current knowledge of all business of the Club and ensure that the board always meets its obligations to the members.
    - vi. The Vice President and the Treasurer shall hold joint responsibility as to the formation of any business entities of the Club at the direction of the board.
  - c. Secretary:
    - i. The Secretary shall attend all meetings of the membership and the board.
    - ii. The Secretary shall record all votes and minutes of all meetings.
    - iii. The Secretary shall distribute a monthly newsletter to all active members which shall include the monthly meeting minutes.

- iv. The Secretary shall file or cause to be given notice of all meetings of the membership and the board.
  - v. The Secretary shall keep the By-laws and Policies and Procedures updated as revised.
  - vi. The Secretary shall perform other duties as may be prescribed by the board or President.
  - vii. The Secretary shall be responsible for the handling of membership applications including the review of the applicant's qualifications and the subsequent recommendations to the general membership for a vote into membership.
  - viii. The Secretary shall inform prospective members of the application status as needed.
- d. Treasurer:
- i. The Treasurer shall have the custody of the Club funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the board.
  - ii. The Treasurer shall disburse the funds of the Club, and shall render to the President and Directors, at the regular meetings of the board, or whenever they may require it, an account of all their transactions and the financial condition of the Club.
    - 1. The board shall determine the manner in which such disbursements shall be made.
  - iii. The Vice President and Treasurer shall hold joint responsibility as to the formation of any business entities of the Club.
- e. Training Officer:
- i. The Training Officer is responsible for scheduling and coordinating first jump courses.
  - ii. The Training Officer will coordinate with instructors, coaches, videographers, and Tandem Instructors to ensure coverage for these classes.
  - iii. The Training Officer shall be responsible for the advertising and communications to and with students for the first jump courses.
  - iv. The Training Officer shall be responsible to ensure compliance with Section 1 of the Clubs policies and procedures.
  - v. Any member holding this office must be a USPA rated coach or instructor.
- f. Board at Large (Two Members):
- i. Board at Large Directors shall serve as a voting member on the board.
  - ii. Board at Large Directors are responsible for attending board meetings and important related meetings.
  - iii. Board and Large Directors shall support the mission, policies, and programs of the Club as adopted by the board and the Club.

- iv. Board at Large Directors shall ensure that Club members act in accordance with all By-laws and Policies and Procedures as established by the Club.
2. Other officers of the Club shall be elected at the Annual Meeting or appointed by the board.
  - a. Boogie Organizer:
    - i. May consist of one or more members in committee.
    - ii. The Boogie Organizer shall organize the annual boogie and all other large skydiving events at the direction of the board.
    - iii. All decisions regarding the boogie shall be made by the Boogie Organizer at the direction of the board.
    - iv. The Boogie Organizer shall adhere to all provisions related to the annual boogie as outlined in Section IV of the Policies and Procedures.
  - b. Trustee Committee:
    - i. The president shall appoint a member of the Trustee Committee prior to the first meeting following the annual meeting.
    - ii. A member of the Trustee Committee shall serve a term of 3 years.
    - iii. The number of Trustees which shall constitute the whole Trustee Committee shall be 3.
    - iv. The minimum qualifications of any Trustee Committee member shall be:
      1. A member in good standing, in accordance with Section 3 of the Policy and Procedures, for 10 consecutive years.
      2. Has served on the board of directors, in any capacity, at least once.
      3. Must not serve on the Trustee Committee and the Board of Director concurrently.
    - v. The duties of the Trustee Committee shall be:
      1. To serve under the supervision and at the discretion of the board of directors.
      2. To conservatively manage the long-term financial holdings of the club, as granted by the board of directors.
      3. To manage, archive, distribute and protect all meeting minutes, passwords, financial reports, and other sensitive information as granted or requested by the Secretary, Board, and Club.
      4. To preside over actions of appeal.
      5. To act as tellers during elections held at the Annual Meeting.

## **Article V**

### **Section 1: Amendments**

1. Amendments to these Bylaws or the Policies and Procedures may be made at any Monthly, Annual, Special, or Emergency Meeting of the members at which a quorum is met.
  - a. Adoption of amendments shall require a two-thirds vote.
2. Any proposed amendments shall be submitted in writing to the board no later than 28 days prior to the meeting at which the amendment may be adopted.
  - a. The board will assure jurisprudence and good order of the proposed amendment.

- b. The board will notify the members of such proposed amendments no later than 21 days prior to the meeting of the members at which the amendments may be adopted.
3. The board, upon the unanimous vote of all seven board members, may make changes to the bylaws under the following provisions:
  - a. Circumstances necessitating the change must represent dire circumstances of the Club and be of such a nature that failing to address the circumstance would cause significant damage to the Club or the Clubs future.
  - b. Said changes must be time sensitive or of a nature which prohibits a delay until the next meeting.
  - c. The Secretary must notify the General Membership as soon as the change is effective.
  - d. Changes shall be considered temporary and any changes not accepted by the General membership at the following Monthly meetings shall be considered void.
  - e. If changes are made less than seven days prior to Monthly Meeting the board shall schedule a Special Meeting to address the changes.
  - f. Failure to schedule a Special Meeting as required shall void any change.
4. No part of these By-laws or Policies and Procedures or any amendments thereof shall be considered valid if they violate any federal, state, or local law or any policy, requirement, or recommendation of the USPA.

### **Section 2: Indemnification of Directors**

1. The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an director of the Club against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.
2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
3. This Article constitutes a contract between the Club and the indemnified officers, directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, or director, under this Article shall apply to such officer, or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.