

**Bylaws of the  
Utah Hang Glider and  
Paraglider Association, Inc.  
A Utah Nonprofit Corporation**



# **Article I Name, Purposes, Offices, and Powers**

## **Section 1 Corporate Name**

The name of this corporation shall be the Utah Hang Gliding and Paragliding Association, Inc. (hereinafter the Association).

## **Section 2 Purposes**

- The general purposes of the Association are
- developing, studying and employing hang gliders and paragliders in free flight for education, recreation and competition;
- supporting the training and certification of hang glider and paraglider pilots, instructors and observers;
- promoting safe and lawful hang glider and paraglider operating practices;
- providing timely meteorological data to hang glider and paraglider pilots;
- retaining lawful access to, and improving sites suitable for launching, flying, and landing hang gliders and paragliders;
- gaining lawful access to new flying sites on public and private lands;
- sponsoring classes, clinics, meets, competitions, and other social events for hang glider and paraglider pilots;
- educating the general public about free flight in Utah, and
- engaging in any lawful activity related to any of the purposes named above.

## **Section 3 Offices**

The Association's principal office shall be 15263 S Steep Mountain Drive, Draper UT 84020. The board of directors (hereinafter the board of directors, the board, or directors) may change the principal office from one location to another, in which case the secretary will amend this section to state the new location.

## **Section 4 General Powers**

Consistent with Section 16-6a-302 of the Utah Revised Nonprofit Corporations Act, and except as restricted by the Utah Constitution, the Association has the same rights as an individual to do all things necessary or convenient to carry out its permitted activities and affairs.

## **Section 5 Emergency Powers**

In anticipation of or during an emergency when a quorum of the directors cannot readily be obtained because of a catastrophic event, the board, acting in good faith, may modify lines of succession, adopt emergency bylaws, relocate the principal office, and alter the manner of notice and composition of a meeting of the board to further the ordinary business affairs of the Association.

## **Article II Board of Directors**

- Section 1 The Board of Directors (abbreviated as Directors, Board, or BOD) shall consist of nominated and elected resident members as the President, Vice President, Secretary, Treasurer, and three Safety Officers.
- Section 2 Directors will be elected by a majority vote of members in good standing present at the Annual Meeting of the Members.
- Section 3 Nominations for Directors for service during the next fiscal year will begin at the Fall Meeting of the Members and will continue through the month of November. Members wanting to serve shall notify the Secretary by E-Mail.
- Section 4 The Secretary shall compile a list of members who have been nominated, and who have agreed to serve if elected. This list of nominees shall be placed on the Agenda for the Annual Meeting of Members. For a nomination to be accepted as an official nomination, the individual being nominated MUST agree in writing to the Secretary to serve in the position to which he/she is nominated. All nominees must be active and current members of USHPA as long as the club is a charter organization of USHPA.
- Section 5 The President's duties will be to schedule and hold the general and board meetings to organize the activities of the Association, form committees and appoint Liaisons, and as necessary to conduct the day-to-day business of the Association. The President is also the primary spokesperson for the Association's viewpoints as established by the voting procedures described herein.
- Section 6 The Vice-President is responsible for standing in the President's place, should the president be unavailable. The Vice-President can, by mutual agreement between him/herself and the President assume any of the responsibilities of the President. At the end of each year, the Vice President will conduct a thorough review of all financial accounts and expenditures.
- Section 7 The Secretary is responsible for preparing meeting minutes, preparation of meeting agendas, and handling the Director nomination process. He/she will also be responsible for incorporating into the Bylaws approved amendments voted into effect by the membership. The Secretary shall document in meeting minutes and update the Bylaws to reflect all motions passed by the Association.

## Section 8

The Treasurer is responsible for keeping the membership records. They shall receive and deposit all funds, execute all checks for expenditures authorized by the Board, account for all receipts, disbursements, and preparation of a quarterly compilation of disbursements. Additionally, the Treasurer is responsible for the investment of club funds in CD's as stated herein.

The Treasurer shall prepare an annual budget to be reviewed by the Directors prior to the Annual Meeting of Members. The Director recommended annual budget shall present at the Annual Meeting of the Members, and voted upon at that meeting.

The Treasurer is responsible for bookkeeping and the investments of club funds.

Based upon the member approved budget, the Treasurer shall invest funds other than necessary for the routine operations of the Association with the following considerations:

- A. FDIC Insurance coverage of the CD is mandatory; and
- B. Only at major banks with local branch office(s); and
- C. Maximum investment window shall be 13 months; and
- D. CD's maturities shall be staggered; OR
- E. Separate from A-D, as the membership decides based on a quorum vote.

Vacancies on the Board of Directors shall be filled by the appointment of a member in good standing by the majority vote of the remaining members of the Board of Directors.

Resignation and Removal – Members of the Board may be removed from office if deemed necessary by a  $\frac{3}{4}$  majority of a quorum. Any member may call for such a vote with at least 20 members publicly expressing support—written or vocal support; a social media “like” is not enough. Directors have two weeks to send out an association-wide email with the call for removal along with the affected director's rebuttal and a vote link attached. The vote itself will be simple: Yes, Remove *Individual* as [office], or No, Keep *Individual* as [office]..

Resignation will become effective within 30 days of the President's receipt of a Director's written notice of resignation.

## Article III Other Officer Roles

Section 1 Thorough operation of the Association requires that members with special expertise serve in other key leadership roles. Such positions or roles may be titled as Officer, Chairperson, Manager, Liaison, Coordinator or any other descriptive term other than "Director".

Section 2 Member Elected Positions:  
Safety Officers: A Hang Gliding Safety Officer, a Paragliding Safety Officer, and a Mini-wing Safety Officer shall be elected by the members and shall serve as members of the Board of Directors for the same terms and under the same conditions as other members of the Board. The Hang Gliding Safety Officer shall have at least a USHPA H4 certification, the Paragliding Safety Officer shall have at least a USHPA P4 certification, and the Mini-wing Safety Officer shall have a USHPA M2 or equivalent certification. Ideally, the Safety Officers will have multi-wing experience. If a Safety Officer position becomes vacant, the Board of Directors shall appoint an interim Safety Officer to serve the remainder of the unexpired term.

The Safety Officers shall present to the Association, no later than March 1st of each year, an Annual Safety Plan. The Annual Safety Plan shall outline site rules, the flight and safety rules and regulations, and shall conform to the regulations of the United States Hang Gliding and Paragliding Association, Inc. (USHPA), and otherwise protect the interests of the Association. The members shall amend and approve the Annual Safety Plan presented by the Safety Directors at this meeting. Once approved, the Safety Plan shall be e-mailed to all members with the meeting minutes. At the Annual Meeting of the Members, the Safety Officers shall present a formal report of safety performance of the Association for the preceding flying season.

OTHER KEY ROLES: As necessary, additional positions may be identified and added to the list of Member Elected Positions. Such additions are for the term of service (one year or less) and do not require amendment of these Bylaws.

Section 3 BOARD APPOINTED POSITIONS: The Board may solicit member volunteers as necessary to fill various leadership positions (e.g. to chair an ad hoc committee) beyond those listed above in Article IV Section 2. When identified, the Secretary will solicit member volunteers via e-mail to members. The board will consider the results and will collectively appoint the best qualified volunteer to serve in each appointed key leadership position.

Section 4 The head of POMIC (Point of the Mountain Instructor's Committee) or an appointee shall be a non-voting officer to attend Directors/Officers meetings, and function as a liaison between UHGPGA and POMIC.

## **Article IV    Membership**

- Section 1      Membership of the Association will consist of active members in good standing and who have remained current in paying their dues.
- Section 2      Members of the Association will receive meeting minutes via e-mail. Members in good standing may vote as provided for in these Bylaws.
- Section 3      Members in good standing with the Association may fly at club insured sites and receive all benefits associated with membership.
- Section 4      Members and schools shall comply with all safety rules, laws and regulations established by the Association and all regulating agencies such as (but not limited to) USHPGA, FAA, FCC, and law enforcement agencies. Failure to comply with established safety rules, laws and regulations will result in revocation of flying privileges and membership benefits.
- Section 5      Directors will receive their membership free during the course of their service to the Association.
- Section 6      Initiatives of the association are to be advanced and realized by members of the club. Members should not expect directors to lead or actualize such initiatives. The job of the directors is to determine members support via voting and assist member's initiatives to communicate to the membership via the association's email system. Directors also ensure that members pursue initiatives only as authorized by a valid club vote. No member of the association, under any circumstance, is personally authorized to obligate the club financially or in any other manner.

## **Article V Meetings**

Section 1 Meeting of the Members will be held at least quarterly. Meetings will generally be held on the third Thursday of designated months, or as deemed appropriate by the Board of Directors. All members shall be notified by e-mail of meetings no less than seven days in advance of the meeting. Meetings shall generally be held outside of the normal working hours (day shift) to promote maximize participation.

Section 2 Meetings will follow parliamentary procedure as laid out by Simplified Robert's Rules of Order, Democratic Rules of Order, or similar.

Section 3 A quorum shall consist of at least 30 members who are voting. The quorum for each motion will be the total number of members who vote on that motion.

Where practical, all members, whether present for in-person meetings or not, will be given an opportunity to participate in all association-wide discussions and vote on association issues.

Section 4 A motion may be passed by a  $\frac{2}{3}$ -majority vote of a quorum.

Section 5 With the exception of issues that are extremely time sensitive; no vote will be conducted on any motion until that motion has been listed on the Agenda provided by the Secretary to the membership no less than 48 hours prior the beginning of a meeting.

Section 6 Fast breaking or critical issues requiring the approval of the membership may be decided without said notification, however, any financial obligations require 24 hour notice to the club. Approval requires a  $\frac{4}{5}$ -support of members of a quorum and a concurrence of three members of the Board of Directors.

Section 7 Online voting will be utilized, keeping in mind one member/one vote. The membership status of voters may be verified against UHGPGA membership rolls to validate active membership status, and to ensure only one vote per member.

Regular voting shall be open no less than 5 days and no more than 10 days.

## **Article VI Dues**

Section 1 Dues shall be as determined by the Board of Directors and published by the Treasurer in the annual budget for approval by the members at the Annual Meeting of the Members.

## **Article VII Financial Calendar**

Section 1 The fiscal year shall begin on January 1 and concludes on December 31.

Section 2 The Treasurer will present financial statements to the general membership quarterly and at the annual meeting of members.

Section 3 The Treasurer will present the Director recommended budget to the members at the Annual Meeting of the Members.

## **Article VIII Amendments**

Section 1 Proposed amendments to the UHGPGA Bylaws must be presented by the Secretary in writing via e-mail to members at least 30 days in advance of a vote.

Section 2 UHGPGA Bylaws may be amended by an affirmative vote of  $\frac{2}{3}$  majority of a quorum.

Section 3 Any such amendments will become effective immediately unless otherwise stated. Amendments may not be retroactive.

## **Article IX Financial Obligations of the Club**

UHGPGA may only be financially obligated by any one of the following three methods.

1. The annual budget approved at the annual meeting by the membership.
2. The  $\frac{2}{3}$  quorum vote for a motion properly presented and voted upon by the membership at any quarterly meeting of the members.
3. The  $\frac{4}{5}$  quorum vote for an emergency measure proposed at a quarterly meeting, or at an emergency meeting or online vote of the members. Membership will have at least 24 hours notice via the club email server for any emergency vote.



## **Article X Expenses, Gifts, Contributions and Donations**

Section 1 No Director of this Association may be entitled to any portion of the net earnings of this Association. Said earnings shall not inure to the benefit of any private person and shall be held and used only for the purpose specified in the Articles of Incorporation of this Association: however, nothing herein contained shall be construed as preventing this Association from paying any member or non-member for services rendered, property sold to the Association, or from being reimbursed for goods or services as authorized by the Directors consistent with these Bylaws.

Section 2 For duly obligated expenditures over \$300 membership authorization is granted only IF three or more of the seven Directors (President, Vice President, Secretary, Treasurer or Safety Officers) provide the President their written approval for the expense.

For duly obligated expenditures equal to or less than \$300, membership authorization is granted if two or more of the seven Directors (President, Vice President, Secretary, Treasurer or Safety Officers) provide their written approval of the expense.

Section 3 Amounts for over \$1,000 will require signatures by two members from the Board of Directors on any check issued. \$1,000 or less requires only the signature of the Treasurer.

Section 4 This Association may accept gifts of money, property or services from individuals; trust estates, partnerships, corporations or other entities or enterprises that are supportive of its purposes. Such donors may, contingent upon their consent, be listed in the official publication of the Association and receive information on the Associations activities. Such donors may be invited to meetings of the Association as observers.

## **Article XI Disciplinary Actions**

- Section 1 A member who violates the Association's Rules, club Bylaws, Articles of Incorporation, or regulations promulgated by the FAA, FCC, or other legal entities (referred to as "Rules") will be at risk of losing their membership and all rights and privileges pursuant to their membership. The general procedures in such instances are to be followed:
- Section 2 In a professional and dispassionate manner, a club Director, Officer, or POM Instructor's Committee (POMIC) instructor shall verbally warn the individual that he or she is in violation of our Rules. The Director or POMIC instructor is required to follow-up this verbal warning in writing to the President and the Secretary. This documentation will remain on file with the Secretary. Secretary shall provide (via e-mail) the individual involved a copy of this documentation. Should no further violations by this individual occur, the matter will be considered resolved.
- Section 3 If the offending behavior or activity persists, the individual will be given formal verbal notice by at least two club Directors, Officers, or POMIC instructors that they are to immediately cease and desist in the offending behavior, that the individual(s) involved are to immediately leave the flying site for the day, and that their continued behavior has placed their status as a member in good standing at risk. The warning Directors, Officers, or POMIC instructors shall provide to the President and the Secretary, via e-mail, a formal written summary of the circumstances, witnesses and their interpretation of the offending behavior. As time permits, the individual will be presented a copy of this notice and it shall be approved by no less than two Directors of the Association. In the Association's written notice to the offending individual, the individual shall be advised that continued or repeated violation of Rules will result in the immediate revocation of their membership.
- Section 4 Should such behavior violate FAA or FCC regulations, the behavior shall be reported to the appropriate agency for their consideration.

## **Article XII Dissolution**

Dissolution of the Association shall be carried out in a special meeting. The Secretary must provide prior notice to members of such meeting via e-mail at least thirty (30) days in advance and only after consultation with the Board of Directors of the Association.

Dissolution of the Association shall become effective only if approved by  $\frac{4}{5}$  of all members in a quorum.

These Bylaws were approved on the 9th day of December, 2022 and have been signed this 10th day of December, 2022:

Austin Adesso, President \_\_\_\_\_

Neil McGarry, Vice President \_\_\_\_\_

Jennet Christensen, Treasurer \_\_\_\_\_

Robert Black, Secretary \_\_\_\_\_

Arash Farhang, Safety Officer \_\_\_\_\_

Ian Gillespie, Safety Officer \_\_\_\_\_