BYLAWS OF
HUDSON VALLEY FREE FLYERS, INC.
Last Updated: 6/27/2026

Article I. Name, Purposes

Section 1. Name

The name of this corporation shall be Hudson Valley Free Flyers, Inc. The corporation may also be referred to as HVFF, the HVFF, or the Corporation.

Section 2. General Purposes (Mission Statement)

The purpose of the Corporation is as follows:

- To promote the self-regulation of the sports of Hang Gliding and Paragliding in accordance with the guidelines set forth by the United States Hang Gliding and Paragliding Association (USHPA).
- To promote communication and a free flow of information and ideas among members of the Hudson Valley Free Flyers.
- To conduct occasional educational meetings and clinics for the members of the Hudson Valley Free Flyers, in order to increase both the safety and the enjoyment of the sports of Hang Gliding and Paragliding for the membership.
- To strive to locate and develop safe hang gliding/paragliding sites in the Hudson Valley region for the benefit of members of the Hudson Valley Free Flyers.
- To represent the interests of the members of the Hudson Valley Free Flyers before both the general public and any governmental regulators of Hang Gliding/Paragliding.
- To engage in any and all activities necessary to preserve the spirit and freedom of Hang Gliding / Paragliding.

Article II. Board of Directors

The Board of Directors shall consist of elected officers, an appointed Safety Director, and the appointed chairpersons of any standing committees.

1) The powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors.
2) Meetings of the Board of Directors may be called at any time and place and by any method, as determined by the President. Special meetings of the Board of Directors may be called at any time on the order of a majority of the Directors.
3) Receipt of notice of special meetings of the Board of Directors stating the time, location, and, in general terms, the purpose of the meeting, must be acknowledged by each Director, in writing (can be electronic) and recorded by the Secretary of the Corporation. A majority of the Board of Directors shall constitute a quorum of the Board at all Board of Director meetings. A majority director affirmative vote minimum will be in effect.
4) Each member of the Board shall serve without any compensation or reward.
5) The Board of Directors shall have the power and authority to enforce all the rules and regulations pertaining to the use and operation of the Corporation property and to do and perform, or cause to be done and performed, any and every act which the Corporation may lawfully do and perform, except that the following acts shall require the approval of a majority of the members present at a duly called quorum meeting of the general members:

a. In the event of profit-making business relationships between an individual, Corporation, or other legal entity and the Corporation, the Board of Directors is empowered to negotiate and approve contracts for such purposes. In the event that the contract involves a member of the Board of Directors (as stockholder, partner, or individual), approval of such arrangements must be made by a quorum of the membership at a regular meeting.
b. Adoption of rules and regulations pertaining to the use and operation of Corporation property.

Article III. Officers and Safety Director

The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer (jointly, the "Executive Committee"). All officers must be Annual Members of Hudson Valley Free Flyers, in good standing, and members of the United States Hang Gliding and Paragliding Association, Inc.

Section 1. Responsibilities of Officers

1) **President**
   a) The President shall be the Chief Executive Officer of the Corporation, and shall have, subject to the advice and control of the Board of Directors, general charge of the affairs of the Corporation.
   b) The President shall preside at all meetings of the Hudson Valley Free Flyers and of the Board of Directors. He/She/They may call special meetings of the Board of Directors.
   c) The President shall attend to the giving and serving of notices of all the meetings of the members and, as appropriate, of the Board of Directors.

2) **Vice-President**
   a) The Vice-President is responsible for all official correspondence of the Association. The Vice-President, in association with the Secretary, shall be responsible for notifying public news media in the event of planned Hudson Valley Free Flyers activities, and otherwise conduct public relations as determined at general meetings or at meetings of the Board of Directors.
   b) In case of the absence or disability of the President, the Vice-President shall be vested with all the powers of the President and shall perform the duties of the President.

3) **Secretary**
   a) The Secretary shall keep the minutes of the proceedings of the meetings of the members and provide these minutes to the membership via the most widely accepted form of mass notice.
   b) He/She/They shall keep the Record of the Bylaws, the Corporation Seal, if any, and such other books and papers as the Board of Directors may direct.
   c) He/She/They shall execute, with the President, in the name of the Corporation, all certificates of membership, contracts and instruments that have first been approved by the Board of Directors.
   d) The Secretary shall perform all the duties incident to the Office of the Secretary subject to the control of the Board of Directors.
   e) The Secretary shall also perform such duties connected with the operation of the Corporation as may be directed by the President.
   f) In instances where the Secretary is absent from Corporation functions, the duties of the Secretary for that function can be fulfilled by another designee as directed by the President.

4) **Treasurer**
   a) The Treasurer shall receive and deposit all funds of the Corporation into the bank selected by the Board of Directors, which funds shall be paid out only by check and provided herein. He/She/They shall also account for all receipts, disbursements, and balance on hand.
   b) The Treasurer shall perform all the duties incident to the Office of the Treasurer subject to the control of the Board of Directors.
   c) The Treasurer shall also perform such duties connected with the operation of the Corporation as may be directed by the President.
   d) The Treasurer shall keep the proper membership roster for that season, as determined by the paid and/or complimentary memberships listed in their entirety. Name, address, e-mail address, a phone number, USHPA number and rating, and record of any dues paid, (or complimentary membership granted) constitutes a member's proper information.

Section 2. Responsibilities of Safety Director

1) **Safety Director**
   a) The Safety Director is responsible for promoting flight safety via maintenance of site risk management plans, actively promoting club actions that enhance safety, and closing sites to flight activities when conditions warrant.
   b) The Safety Director may appoint delegates for monitoring day to day flying activities at the flying site/s owned or managed by the Corporation.

Article IV. Election of Officers and Appointment of Directors

Section 1. Nomination of Officers

1) Nominations for the election of officers shall be solicited at the Annual Meeting held in October of each year, and/or via the most widely accepted electronic method of mass notice and may be made from the floor up to the time of the election. Only Annual Members are eligible to make nominations. All reasonable efforts should be exercised to have all wing types represented on the Executive Committee.
2) Each nominee must be an Annual Member in good standing and must confirm their willingness to run and to serve for the subsequent year in the position for which they are nominated, in order to be placed on the ballot.

Section 2. Election of Officers

1) At the monthly meeting of the members in December, the Annual Members shall elect by ballot a President, Vice-President, Secretary and Treasurer. These elected officers shall take office at the beginning of the calendar year, as long as they remain in good standing.
2) Any Annual Member in good standing not attending the election meeting may cast his vote for the election of officers by signed written ballot, sent to the Secretary by mail, email, or otherwise, and all such ballots actually received by the Secretary prior to the balloting shall be tallied. Proof of sending an absentee ballot, (and receipt of same by Secretary) is the responsibility of the absentee voter.

Section 3. Appointment of Directors

1) **Safety Director**
   After annual elections, the newly elected Officers shall appoint the Safety Director for the coming calendar year.

2) Committee Chairs
The President, with the approval of the Executive Committee, shall appoint the Chairpersons of any standing committees, if established. The Executive Committee shall serve as the Nomination Committee for each Chair. Inactive standing committees need not have Chairpersons assigned and shall become "non-standing" dormant committees. Examples of committees are as follows: Purchasing, Safety, Insurance, Site Maintenance, Activities, Communications, Public Relations, etc.

Section 4. Vacancies on the Board of Directors

In case of a vacancy of any office occurring between elections, the remaining Executive Committee members shall fill such vacancy by appointment from the Corporation's membership. If three or more vacancies occur at any one time, the positions shall be filled by vote of the members at a meeting duly called for such a purpose.

Article V. Membership

Section 1. Membership Qualifications

There shall be two classifications of membership in this Corporation: Annual Membership and Monthly Membership. The general qualifications, rights, and privileges of each class of membership shall be as set forth in these Bylaws and as determined by the Board of Directors from time to time.

1) **USPHA Membership:** At any time(s) that the HVFF is accepted by the USHPA as a USHPA chapter, each HVFF member shall be required to be a member of the USHPA, as a prerequisite.

2) **Annual Membership (voting):**
   a) Any person of good character shall be eligible for Annual membership in HVFF upon completion, submission and acceptance of his/her/their application form and waiver ("required forms"), along with the required membership fee, to any authorized designee of the Corporation. Membership commences upon acceptance of the required forms and membership fee by the Corporation's authorized designee.
   b) An Annual Member in good standing is one who conforms to all rules and regulations of the HVFF, has submitted all required forms, and paid all monies due to the HVFF.
   c) It is an Annual Member's responsibility to read and understand the rules of flight and safety as set forth by the Safety Officer and his/her/their designees.
   d) The benefits of an annual membership are as follows:
      i) The right to vote on matters presented to the members of the Corporation
      ii) All member notice and inspection rights as set forth in these Bylaws
      iii) Access to HVFF-managed flying sites that are open and insured
      iv) Access to HVFF-managed resources that may be offered from time to time (e.g. launch camera/s, launch weather station/s)

3) **Monthly Membership (non-voting):**
   a) Monthly memberships will only be available when a HVFF membership is required as a condition to fly a site owned, or managed, by the HVFF. This short-term membership is a courtesy for pilots visiting from out of the area. Otherwise, Annual memberships will be the standard method of membership to the Corporation.
   b) Any person of good character shall be eligible for Monthly membership in HVFF upon completion, submission and acceptance of his/her/their application form and waiver, along with

the required membership fee, to any authorized designee of the Corporation. Membership commences upon acceptance of the required forms and membership fee by the Corporation's authorized designee.

c) A Monthly Member in good standing is one who conforms to all rules and regulations of the HVFF and has submitted all required forms and paid all monies due to the HVFF.
d) It is a Monthly Member's responsibility to read and understand the rules of flight and safety as set forth by the Safety Officer and his/her/their designees.
e) Monthly Members do not have voting rights or the rights to notice and inspection that are outlined in these Bylaws.
f) The benefits of a Monthly membership are as follows:
    i) Access to HVFF-managed flying sites that are open and insured

Section 2. Fee Structure

1) Annual Membership and Monthly Membership fees are established or changed at the Annual Meeting in December.
2) The fee structure shall be exhibited on the current membership application or Corporation website.
3) Complimentary memberships may be granted, by a majority vote of the Board of Directors, to past members or other individuals as recognition of exceptional service to the Corporation.

Section 3. Termination or Suspension of Membership

1) **Causes of Termination:** Any membership shall terminate upon occurrence of any of the following events:
    a) Expiration of the period of membership, unless the membership is renewed as per renewal terms established by the Board of Directors;
    b) The failure of the member to pay dues or comply with membership requirements within the times set forth by the Board of Directors;
    c) The resignation of the member upon reasonable notice to the Corporation;
    d) Expulsion or suspension of the member, based on a two-thirds (2/3) majority vote of the Board of Directors, that the member has failed in a material and serious degree to observe the bylaws or rules of conduct, such as site/flight/safety regulations, governing this Corporation as promulgated by the Board of Directors from time to time, or has engaged in conduct contrary to the best interests of hang gliding / paragliding or the Corporation.
    e) Access to the Corporation's most widely accepted method of mass notice may be revoked for any of the reasons herein, or for abuse of said mass media format.

2) **Procedure for Expulsion or Suspension:** Following the determination that a member should be expelled or suspended under subparagraph 1d above, the following procedure shall be implemented:
    a) A notice shall be sent by mail, by prepaid, first class or registered mail to the most recent address of the member as shown on the Corporation's records, setting forth the expulsion or suspension and the reasons, therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion or suspension. The notice to the member of the proposed expulsion or suspension shall state the date, time, and place of the hearing or deadline for submitting a written opposition to the proposed expulsion or suspension.
    b) The member being expelled or suspended shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the

effective date of the proposed expulsion or suspension. The hearing will be held, or the written statement considered, by the Board of Directors to determine if expulsion or suspension should take place.

c) Following the hearing or deadline, the Board of Directors shall decide whether or not the member should, in fact, be expelled, suspended, or sanctioned in some other way. The decision shall be final.

Article VI. Meetings of Members

The President, or in his absence, the Vice-President, or in the absence of the President and Vice-President, the Secretary or then the Treasurer, shall preside at meetings.

Section 1. Place of Meeting

Meetings of the membership shall be held at a place and time established by the President. Virtual meetings may also be utilized (replacing in-person meetings) as deemed appropriate by the Executive Committee.

Section 2. Annual Meeting

The Annual Meeting of the Corporation shall be held at the regular monthly meeting in December of each year.

Section 3. Annual Election

The election for the Officers of the Corporation shall be held at the regular monthly meeting in December of each year. Nominations for all elected positions will be held in the October meeting every year.

Section 4. Monthly Meetings

Monthly meetings shall be held at times established by the Executive Committee. A monthly meeting can be skipped, cancelled or rescheduled if a meeting is deemed not necessary in that month.

Section 5. Special Meetings

Special meetings of the members may be held at such time and place as the President may determine or may be called by a majority of the Board of Directors, or by written petition of at least twelve (12) members. It shall be the duty of the Secretary to call such a meeting within ten (10) days after such a demand. Special meetings will not take the place of the regular monthly meeting.

Section 6. Notice of Meetings

1) Monthly and annual meetings shall be announced on the Corporation's website and, if different, by the most widely accepted electronic method of mass notice. It shall be the responsibility of members to be aware of regular monthly meeting times by reading the monthly minutes of the prior meeting, provided on the most widely accepted method of mass notice or on the Corporation's website.
2) The Board of Directors, or a membership vote, shall determine the mass media to be recognized as the most widely accepted electronic method of mass notice. The Corporation's website (if different) will also provide notice of meetings.
3) Generally, the most widely accepted form of mass notice shall be moderated by the private individuals who were involved in the creation of that particular electronic group forum.

Section 7. Quorum of Members

1) A quorum vote shall be necessary for changing the bylaws, election of officers, or expenditures/projects entailing greater than fifty percent of the current operating budget. All other resolution ballots will only require a majority vote of the Annual members present at any scheduled meeting.
2) At any meeting of the members, a quorum shall consist of one third of the Annual Members in good standing. Any Annual Member in good standing not attending may cast their vote by signed written ballot, sent to the Secretary by mail or otherwise, and all such ballots actually received by the Secretary prior to the balloting shall be tallied. Proof of sending an absentee ballot (and receipt of same by the Secretary) is the responsibility of the absentee voter. For ballots that require a quorum vote, the ballot will pass with greater than 50% vote of the quorum voting yes.

Article VII. Amendments

1) Except as outlined below, these Bylaws shall only be amended or altered annually, at the December meeting, upon approval by a majority quorum vote of the Annual Members of the Corporation, provided that the prepared amendment has been approved by the Board of Directors for proposal to the Annual Members, and the amendment has been submitted to the Annual Members in writing, by the most widely accepted electronic method of mass notice, at least thirty (30) days prior to said vote.
2) The Board of Directors may, by unanimous vote, allow for Bylaw amendments to be voted upon between Annual Meetings, and may authorize electronic voting if deemed necessary. The above requirements shall be in place for any such mid-year amendments.

Article VIII. Parliamentary Procedure

Meetings shall be governed by the President or presiding officer in any manner, at his/her/their discretion, except as otherwise provided herein. In cases where order needs to be strictly maintained, in the opinion of the President or presiding officer, “Robert’s Rules of Order” shall govern the conduct of said meetings by default, exclusively.

Article IX. Dissolution

1) The Corporation can be dissolved, subject to requirements by law, with authorization of the Board of Directors, given a special meeting called for that purpose, and with the approval of at least two-thirds (2/3) majority vote of the membership of Annual Members.
2) Any dissolution shall proceed according to New York State law pertaining to corporations, specifically 501 (c)(3) not-for-profit corporations.
3) All assets remaining after liabilities and obligations are discharged will be donated to not-for-profit organizations specified by the Board of Directors.