

# Chapter Bylaws

## *Experimental Aircraft Association, Chapter 2*

### *Fort Wayne, Indiana*

*These bylaws were amended by not less than sixty percent (60%) majority vote of the Chapter Members eligible to vote and present at the November 10, 2017 regular meeting of the membership following three months of newsletter, email, and oral announcements. No proxy votes were submitted.*

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#### **Article I                      Name and Location**

The Name and Location of this chapter is EAA Chapter 2 (Experimental Aircraft Association, Chapter 2) Incorporated, a non-profit corporation of the State of Indiana, located in Fort Wayne, IN.

#### **Article II                      Mission Statement**

“EAA Chapter 2 Encourages and Promotes Sport Aviation and Aeronautical Education in Northeast Indiana”

#### **Article III                      Purpose**

The Purpose of this Chapter is to:

1. Promote an atmosphere where all are welcome to join in and become a part of recreational and sport aviation, and to provide for educational opportunities.
2. Encourage and facilitate an environment that fosters safety and high standards in the design, construction, restoration and operation of all types of recreational and sport aircraft.
3. Promote a positive, productive and cooperative relationship between the Chapter and those government agencies and private enterprises that provide aviation services and facilities to the members of the chapter.
4. Support the mission, vision, goals and objectives of the Experimental Aircraft Association, Incorporated, through programs and services within the Chapter family.
5. Have fun!

#### **Article IV                      Chapter Membership**

There are five (5) types of memberships: Regular, Student, Family, Honorary/Complimentary and Life. The specific details are described in the following paragraphs:

1. Regular Chapter Membership: A Regular Chapter Member shall be any person who pays Chapter dues and is a Member in good standing of the Experimental Aircraft Association, Incorporated.

2. Student Chapter Membership: A Student Chapter Member shall be any person under the age of nineteen (19) who holds a Student Membership of the Experimental Aircraft Association, Incorporated. Student Chapter Members are exempt from annual Chapter dues, may not hold any Chapter elected or appointed office and do not have voting privileges. Newsletters shall be delivered in a digital format only.
3. Family Chapter Membership: A Family Chapter Membership shall be any family, including parents and children under the age of nineteen (19), who pay the appropriate Chapter Membership dues and are Family Members of the Experimental Aircraft Association, Incorporated.
4. Honorary/Complimentary Chapter Membership: An Honorary/Complimentary Chapter Member shall be any person to whom the Board of Directors wishes to extend an Honorary Chapter Membership, in recognition and appreciation of the support for this Chapter. Honorary/Complimentary Chapter Members cannot hold any Chapter elected or appointed office nor do they have voting privileges.
5. Life Chapter Membership: A Life Chapter Membership may be bestowed on an individual Chapter Member at the discretion of the Board of Directors. A Life Chapter Membership recognizes the long-term commitment to EAA and the Chapter made by the individual. A Life Chapter Member may hold any Chapter Office, has full voting privileges, and is exempt from annual Chapter dues.

Duration of Chapter Membership: Duration of Regular and Family Chapter Memberships shall be one (1) calendar year. Student Chapter Membership is continuous until the Member reaches nineteen (19) years of age. Honorary/Complimentary Chapter Memberships may be extended or continued beyond one (1) year at the discretion of the Board of Directors. Life Chapter Membership is continuous for the life of the Member and is not transferable.

Voting Privilege of Chapter Membership: Voting privileges within the Chapter shall be limited to Regular Chapter Members, Family Chapter Members (excluding Children under 18 years of age), and Life Chapter Members. Student Chapter Members and Honorary/Complimentary Chapter Members shall not have voting privileges.

Removal of Chapter Membership: Chapter Membership is a privilege, which requires an appropriate commitment from each member. Each member shall accept the responsibilities of Chapter Membership, and by acceptance agrees to promote EAA and this Chapter. In the event a member fails to meet these requirements, they may be asked to relinquish their Chapter Membership in accordance with the following conditions:

1. Any Chapter Member, who by intentional neglect or reckless deed or action, harms or jeopardizes the reputation or assets of this Chapter or EAA, may be removed from Chapter Membership by a majority vote of eligible members at any regular or special Chapter Membership Meeting.
2. Any Chapter Member who fails to keep their Chapter Membership dues current shall be considered removed from Chapter Membership.

Resignation of Membership: Any Chapter Member may resign their membership at any time by delivering to any Chapter Officer written notice of resignation, effective on the date stated in the written notice. In the event that the written notice of resignation does not contain an effective date, the date a member delivers the written notice to any Chapter Officer shall become the date of resignation.

## **Article V Chapter Membership Dues and Assessments**

The Officers and Board of Directors, with the concurrence of the membership, will determine appropriate dues and assessments. The rate of dues or the amount of assessment shall be voted on and agreed to by the Chapter membership at any regular or Special Membership Meeting. The proposed dues or assessment

must be passed by a majority vote of eligible Chapter members in attendance. Dues and assessments shall be paid to the Treasurer, or any person designated by the treasurer. Dues are to be paid annually and are payable upon joining and every January 1st of each year thereafter. Assessments shall be paid as determined by the Board of Directors, with the majority concurrence of the Chapter membership. Dues and assessments shall be wholly earned and shall not be pro-rated in the event of expulsion or resignation. Honorary Members shall not be required to pay any dues or assessments. Life Chapter Members, while not required to pay dues, may be required to pay assessments.

## **Article VI Chapter Officers**

1. The Chapter Executive Officers shall be the President, Vice President, Secretary, and Treasurer, or a combination of Secretary and Treasurer.
2. The term of office for all Chapter Executive Officers shall be two (2) years.
3. The Chapter Executive Officers shall be elected at the regularly scheduled November membership meeting and shall hold office for two (2) years from the date of installation.

Installation of the Chapter Executive Officers shall be at the January Chapter membership meeting following their election.

Duties of the Chapter Executive Officers: The following duties shall be performed by the Chapter Executive Officers. The Chapter Executive Offices may, from time to time, be called upon to perform additional duties. They may also, at their discretion and in conjunction with direction from the Board of Directors, perform additional duties for the betterment, improvement, and wellbeing of the Chapter:

1. The Chapter President shall be the Chief Executive Officer and Chairperson of the Board of Directors. The Chapter President shall have, subject to the advice, direction, and control of the Chapter Board of Directors, general charge of the Chapter business.
2. The Chapter President shall execute with the Chapter Secretary all contracts and instruments which have been first approved by the Board of Directors. The President may call any special meeting of the Board of Directors and/or the general membership.
3. In case of the absence or disability of the Treasurer, the President may execute checks for expenditures authorized by the Board of Directors. In such circumstances, either the Vice President or Secretary shall be called upon to co-execute such checks.
4. The Vice President shall be vested with all the powers and authority of the President and shall perform the duties of the President in the case of the absence, disability, or inability, for any reason. The Vice President shall also perform such duties connected with the operations of the Chapter at the suggestion or direction of the President.
5. The Vice President shall annually conduct an audit of the financial records of the Chapter, and furnish a complete written financial report on the Status of the Chapter to the Board of Directors.
6. The Secretary shall have the responsibility to take and publish minutes of all meetings.
7. The Secretary is responsible for publishing notice of all regularly scheduled membership and Board of Directors meetings. Additionally, the Secretary is also responsible for publishing notice of special meetings. The Secretary shall keep a membership book, roster, or record showing the name of each Chapter Member. The Secretary shall also be responsible for the maintaining the currency and security of the original copies of the Chapter bylaws, papers of Incorporation, tax-exemption documents, and any other documents, books, papers and records as the Officers or Board of

Directors direct. The Secretary shall execute, along with the President, all contracts and instruments that have been first approved by the Board of Directors.

8. The Treasurer and the President and/or the Vice President shall execute all checks authorized by the Board of Directors. The Treasurer shall receive and deposit all funds in a financial institution recognized by the Federal Deposit Insurance Corporation (FDIC) and the Board of Directors. The Treasurer shall also account for all receipts, disbursements, and the balance of funds on hand. The Treasurer shall perform all other duties subject to the control of the President and the Board of Directors. The Treasurer shall be responsible for the accurate maintenance of all insurance records, including the proper application, binding, and premium payment for all necessary insurance required by the Experimental Aircraft Association, Incorporated. The Treasurer may be bonded in an amount to be determined by the Board of Directors.
9. The premium to bond the Treasurer shall be at the expense of the Chapter.

## **Article VII                      Chapter Board of Directors**

1. The business and property of the Chapter shall be conducted and controlled by the Chapter Board of Directors.
2. The Chapter Board of Directors shall consist of the following:
  - a. Class I Director: Class I Directors shall be the President, Vice President, Secretary, and Treasurer.
  - b. Class II Director: Class II Directors shall be three (3) to nine (9) additional members elected to the position of Class II Director.
3. The President shall preside over the Board of Directors as its Chairperson.
4. In case of a vacancy on the Board of Directors, the President may appoint a replacement, subject to the approval of a majority of the Board of Directors.
5. Meetings of the Board of Director may be called at any time by the President or by two thirds (2/3) majority of the Board of Directors.
6. Notice of Meetings of the Board of Directors, stating the location, time, and purpose of the meeting shall be mailed or personally given to each member of the Board of directors at least 48 hours prior to the time of the meeting. If all members of the Board of Directors are present at a meeting, any business of the organization may be transacted without previous notice of the meeting.
7. A simple (1/2) majority of the Board of Directors shall constitute a quorum of the Board of Directors, one of which must be a Class I Director.
8. Each member of the Board of Directors shall serve as a Board Member without compensation.
9. The Board of Directors shall have the power and authority to enforce all rules and regulations pertaining to the use and operation of the Chapter's property.

## **Article VIII Meeting of Members**

1. Notice of any regular meeting of the members shall be given before such meeting by notice published in a Chapter publication, such as the Chapter newsletter.
2. Special membership meetings may be held at such time and place as the President may determine. Special meetings may also be called by a simple (1/2) majority of the Board of Directors.
3. Notice of special membership meetings, stating the location, time, and purpose of the meeting shall be given in the same manner as the notice required for regular meetings, or by special letter.
4. At any meeting of the members, a quorum shall consist of at least ten eligible voting members. If the Chapter has less than 20 eligible voting members, then a quorum shall consist of at least 1/2 of the eligible voting members.
5. In the absence of the President, Vice President, Secretary, and Treasurer, a temporary meeting Chairperson may be appointed by the members of the Board of Directors and shall act as the presiding officer.
6. At every meeting of the members, each voting member shall have one vote on any question or resolution. In the absence of a member, that member shall have the right to vote by proxy. The Chapter Board of Directors shall be responsible for the method by which any proxy votes are issued, accepted, or counted.
7. A simple majority present or represented by a proxy is necessary for the adoption of any resolution, except as noted in Article XVI (Amendments) and Article XVII (Dissolution).

## **Article IX Vacancies (President, Vice President, Secretary, Treasurer)**

If the office of President, Vice President, Secretary, or Treasurer becomes vacant for any reason, the Board of Directors shall elect a successor who shall hold the office for the remainder of the normal term. Or, at the option of the Board of Directors, holds a special election to fill the vacancy(s).

## **Article X Elections**

1. The President shall appoint a nominating committee made up of at least three (3) regular members. The appointment of the nominating committee shall take place no later than July.
2. The appointments to the nominating committee will be announced to the members at the regular meeting in July, or earlier if a nominating committee has been formed at an earlier date. In addition, the names of the nominating committee shall be published in the next newsletter.
3. Beginning in July, the nominating committee shall canvas the current officers and directors to determine if they wish to seek re-election to their current position or be nominated for any other position. The nominating committee shall make themselves available to the regular members who may be interested in running for an elected position.
4. At the October membership meeting, the nominating committee shall present to the membership the nominations they have obtained. In addition, open nominations will be accepted from the members during the October membership meeting.

5. Once all nominations have been received, a slate of nominees will be posted at the regular meeting place, or any place deemed appropriate by the nominating committee, and published in the next Chapter newsletter.
6. Elections of officers and directors will take place at the November membership meeting. Voting shall be done by written ballot and three (3) members appointed by the Board of Directors shall monitor the election. All ballots will be counted and confirmed by the monitors and the results of the election announced to the members present. If deemed appropriate by the Board of Directors, the Secretary shall be responsible for the development and implementation of a process that will offer absent voting members the opportunity to vote by proxy. Such process shall be approved by the Board of Directors prior to use.
7. All newly elected officers and directors shall assume their responsibilities at the January membership meeting.

## **Article XI                      Transition of Leadership**

1. The membership recognizes the importance of a smooth transition of leadership.
2. Therefore, subsequent to the election of officers and directors, the incumbent and newly elected officers and directors shall organize and hold a transition meeting wherein all Chapter records and information will be passed on to the newly elected officers and directors.
3. During the transition meeting, the newly elected officers and directors shall review the bylaws, goals, mission and vision statements to ensure they are clearly known and understood.
4. During the transition meeting, the newly elected officers and directors shall review the Articles of Incorporation, tax status, and other government obligations to ensure that the Chapter is properly incorporated.
5. During the transition meeting, the newly elected officers and directors shall review and submit to EAA the Chapter Status Report and ensure that all proper notifications have been forwarded to the EAA Chapter Offices as prescribed.
6. During the transition meeting, the newly elected officers and directors shall review the insurance policies and ensure that all requirements specified by the EAA have been arranged through the appropriate programs of the Experimental Aircraft Association, Incorporated.

## **Article XII                      Financial Reports and Audits**

1. The Treasurer shall prepare a quarterly and an annual financial statement and present each report on the financial status to the membership. The form of the report, either written or oral, will be determined by the Board of Directors. The Board of Directors will also determine the method of the report, either by presentation at a membership meeting or by Chapter newsletter.
2. The Board of Directors, under the direction of the Vice President, shall arrange annually to have an audit of all financial records and practices of the organization, further, the Board of Directors shall make available a copy of the written report of the audit to the membership. The Board of Directors will review any recommendations by the auditors and shall take appropriate steps to implement any reasonable recommendations.

3. At the discretion of the Board of Directors, an outside Certified Public Accountant (CPA) or other outside consultant may be substituted for the internal audit.

### **Article XIII                    Facilities, Tools and Other Assets**

1. The Board of Directors shall ensure that all facilities, tools, and other assets are properly insured against loss.
2. The Chapter Officers and Board of Directors will serve on committees to properly manage the Chapter's facilities, tools, and other assets.

### **Article XIV                    Organization Committees**

The Chapter Board of Directors may establish committees, as it deems necessary. Any committees established by the Board of Directors shall be responsible for reporting their activities directly to the Board of Directors. Each committee must be chaired by a member of the Board of Directors.

### **Article XV                    Dispute Resolution**

In the event a dispute arises within the Chapter, a written petition, endorsed by a quorum of Chapter Members, as defined in Article VIII, may request intervention by the Chapter Office Staff of the Experimental Aircraft Association concerning a dispute within the Chapter. The Chapter Membership will cooperate completely and fully with the Chapter Office Staff of the Experimental Aircraft Association, in the resolution process. In the event a dispute occurs within the Chapter, and it cannot be resolved with the assistance of the Chapter Office Staff of the Experimental Aircraft Association, and it is determined by the Chapter Office Staff of the Experimental Aircraft Association, to be at an impasse, the Chapter agrees and acknowledges the authority and responsibility of the Experimental Aircraft Association, to remove the Chapter Charter. If the Chapter Charter is removed, the Chapter will have no further recognition or affiliation with the Experimental Aircraft Association.

### **Article XVI                    Amendments**

The bylaws of the Chapter may be repealed or amended, or new bylaws adopted at any meeting of the members called for that purpose. The bylaw issue(s) must be passed by not less than sixty percent (60%) majority vote of the Chapter Members eligible to vote and present at such meeting in person or by proxy.

### **Article XVII                    Dissolution**

The Chapter may be dissolved by a sixty percent (60%) majority vote of the Chapter Members eligible to vote. The vote may be either in person or by proxy. If the Chapter is dissolved, the President is responsible for the proper disposition of all Chapter records, materials, and assets to the Experimental Aircraft Association, P.O. Box 3086, Oshkosh, Wisconsin, 54903-3086.