

Bylaws of EAA Chapter 35, Inc.

ARTICLE 1. Name.

The name of the corporation shall be "EAA Chapter 35, Inc."

ARTICLE 2. Purposes.

The purpose of the corporation shall be as follows:

- (a) To promote aviation education, research, development, and safety.
- (b) To assist the community in the development of educational and scientific projects relating to aviation.
- (c) To introduce area youth into the aviation arena through cost-free aircraft orientation flights and ground school education.
- (d) To establish an aviation orientation library with emphasis on aeronautical engineering and practices.
- (e) To provide scholarship funds to permit highly motivated youth to attend aviation summer camps.
- (f) To promote and encourage grass roots efforts relation to aviation research and development.
- (g) To foster closer fellowship among its members through the exchange of ideas of mutual interest.
- (h) To operate as a local Chapter of the Experimental Aircraft Association, Inc. (EAA), to cooperate with the EAA and to further the goals and purposes of that Association within the geographic area served by the corporation and to comply in all respects with all policies and procedures of the EAA as that Association might establish for its Chapters at any time and from time to time.

ARTICLE 3. Location of Office.

The location of the principal office of the corporation shall be at San Geronimo Airpark, San Antonio, Texas 78253 or at such other place within the State of Texas as the board of Directors may determine.

ARTICLE 4. Membership.

Section A. Eligibility for Membership and Benefits of Membership

(i) Any person who is of good moral character and who is, at the time of application and at all times thereafter, a member in good standing of the Experimental Aircraft Association, Inc. (or spouse or child of a member in good standing of the Experimental Aircraft Association, Inc.) is eligible for membership in this Chapter.

(ii) Any eligible person desiring to become a member of this Chapter shall make an application for such membership in such form as may be prescribed from time to time by the Board of Directors and shall pay such dues as the Board of Directors may from time to time require of Chapter members.

(iii) Any Honorary Member (Special Member) shall be any person so elected by the Board of Directors or designated by the chapter president, and any such member will be termed and known as a "Special Member."

(iv) A Family Member shall be any spouse or child (18 or under) of a member, other than an Honorary Member.

(v) Except for the voting rights, all members, Honorary Members, and Family Members Shall receive all the benefits of Chapter membership.

Section B. Voting Members.

A voting member shall be any member of the Chapter in good standing, but shall not include Honorary Members nor Family Members, providing that a spouse or child of a member, or an Honorary Member, may become a voting member of the Chapter if he or she individually meets the requirements of Section A(i) and A(ii) above of this Article. Each voting member shall have one vote, to be exercised in person or by proxy, at each regular or annual meeting of the Chapter membership.

Section C. Duration of Membership.

(i) Duration of membership shall be dependent upon the continued fulfillment of all the requirements which qualified the individual for original membership so that, as an example by way of illustration and not limitation, an individual's membership in the Chapter shall terminate automatically upon his or her failure to continue as a member in good standing of the Experimental Aircraft Association, Inc. or upon his or her failure to pay all required Chapter dues and assessments.

(ii) Duration of Honorary membership shall be for one year following his or her appointment, and the renewal of such a Membership shall require the same action as for an original selection.

(iii) Any member may be expelled from membership for committing one or more actions that damage or jeopardize the Chapter, such expulsion shall require a 75 percent vote of the Chapter membership present in person or proxy at a regular or special meeting of the Chapter membership.

(iv) A member may resign from the Chapter at any time upon notice in writing addressed to the Chapter Secretary.

Section D. Membership Dues.

The Chapter dues shall be as established from time to time by the Board of Directors, as shall be the time and required method of payment. No dues shall be required of Honorary Members or Family Members. In the event that a person is a member of the Chapter for only a partial period, such as in the event of his or her death, resignation or expulsion, the dues for that period may or may not be adjusted, at the discretion of the Board of Directors. In the event that a membership terminates for any reason, any dues owed by that person to the Chapter shall constitute an enforceable debt owed to the Chapter and such person may be reinstated as a member only after full payment is made of any such amounts.

Section E. Meeting of Members.

An annual meeting of the membership shall be held in the month of November in each year, at a place within the State of Texas at a time designated by the President. Special meetings of the membership may be called by the President, by the Board of Directors or by any 10 members; notice of any such meeting shall be posted electronically on the chapter web presence. Additionally, notice shall be sent via announcement in the chapter newsletter, via email for members receiving such, or sent by first class mail to members not otherwise receiving notice. Such notice shall set forth the place, date, time and purpose of the meeting. At any membership meeting, a quorum shall consist of the presence (in person or by proxy) of 25 percent or more of the voting members in good standing and (except as provided in Article 8 below), the affirmative vote of a majority of the members present or represented by proxy shall be necessary for any action, resolution or election. Annual or special meetings of the members shall be called to order and presided over by the President, the Vice-President (if President is absent) or any other Principal Officer (if the President and Vice-President are absent). Meetings shall be guided by Roberts Rules of Order, although strict adherence to those rules shall not be required unless so requested by majority vote of the members.

ARTICLE 5. Officers.

Section A. Principal Officers.

(i) The Principal Officers of the Chapter shall be a President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be held by one person. In addition, there may be such subordinate officers as may be determined from time to time by the Board of Directors. Only persons who are voting members of the Chapter in good standing shall be eligible to be Principal Officers or subordinate officers of the Chapter. Failure to maintain such standing shall be considered to constitute a resignation from such office.

(ii) The Principal Officers shall be elected by the members at the annual membership meeting normally held in each odd year. Elections will be held at the second succeeding annual membership meeting after his or her election. For elections held in November, the new officers will replace the incumbents on January 1st of the following year. The term of each such Officer shall be two (2) years. In the event that there is a vacancy among the Principal Offices, whether by resignation, death or otherwise, such vacancy shall be filled by the Board of Directors on an interim basis until the next annual membership meeting, at which time a successor Officer shall be elected by the members. Any such successor shall serve until the next annual membership meeting at which the other Principal Officer are to be elected.

Section B. The President.

The President shall be the Chief Executive Officer of the Chapter and of the Board of Directors. He/She may call special meetings of the Board of Directors and, subject to the advice and control of the Board of Directors, shall have general charge of the business of the Chapter. He/She shall execute with the Secretary all contracts and instruments which have first been approved by the Board of Directors, provided that the Board of Directors may instead vest in any one or more Principal Officers or subordinate officers the authority to enter into contracts or instruments obligating the Chapter to an expenditure of less than \$300.00.

Section C. The Vice President

The Vice President shall be vested with all the powers and shall perform the duties of the President in case of the absence, disability or inability for any reason of the President to perform the duties of his/her office. The Vice President shall also perform such duties connected with the operations of the Chapter as he/she may undertake at the direction of the President or the Board of Directors.

Section D. The Secretary.

The Secretary shall keep the minutes of all proceedings of the members of the Board of Directors in books provided for that purpose, and shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors. He/She shall keep such other books and papers as the President or Board of Directors may direct. He/She shall execute with the President, in the name of the corporation, all contracts and instruments which must be, and shall have been, approved by the Board of Directors, provided that the Board of Directors may instead vest in any one or more Principal Officers or subordinate officers the authority to enter into contracts or instruments obligating the Chapter to an expenditure of less than \$300.00. The Secretary shall also perform such duties connected with the operations of the Chapter as directed by the President or the Board of Directors.

Section E. The Treasurer.

The Treasurer shall maintain general responsibility for the payment of all expenditures authorized by the Board of Directors and shall execute in the name of the Chapter, together with the President or the Vice-President, all checks for the expenditures authorized by the Board of Directors, provided that the Board of Directors may instead vest in any one or more Principal Officers or subordinate officers the authority to enter into contracts or instruments obligating the Chapter to an expenditure of less than \$300.00. The Treasurer shall also be responsible for the receipt and deposit of all funds of the Chapter in a financial institution selected by the Board of Directors. He/She shall also account for all receipts, disbursements and balances on hand. The treasurer shall further perform such duties connected with the operations of the Chapter as directed by the President or the Board of Directors. The Treasurer, and such other Principal Officers or subordinated officers as may be designated by the Board of Directors, may be bonded at the expense of the Chapter.

ARTICLE 6. Board of Directors

A. General.

The powers, business and property of the Chapter shall be exercised, conducted and controlled by a Board of Directors of ten (10) persons. The Board shall consist of those four (4) Principal Officers of the Chapter, three (3) Directors appointed by the President from the membership at large, and three (3) past presidents. In the absence of an available past president, the president may temporarily appoint a member at large until such time as a past president is able to occupy that voting position. Only persons who are EAA and Chapter voting members in good standing shall be eligible to be Directors of the Chapter and a failure to maintain such standing shall be considered to constitute a resignation from the board. No compensation shall be paid to Directors for serving on the board.

The President shall immediately fill by appointment any vacancy which might occur.

B. Meetings

A regular Annual Meeting of the Board of Directors shall be held during the month of June or July of each year, at a time and place within the State of Texas selected by the President. Special meetings of the Board of directors may be called by the President or by direction of no less than three (3) Directors. Notice of a special meeting shall be in writing and shall state the time, the place and the purpose of the meeting; such notice shall be emailed or personally delivered to each Director at least 48 hours prior to the time and date of the meeting. A quorum shall require that presence of a majority of the Directors then serving in office and the affirmative vote of a majority of the Directors present shall be sufficient for any action, resolution or election. Each Director shall have one vote at every annual or special meeting; voting shall be in person or via real-time electronic participation (by any means and technology as the Board of Directors may determine [e.g. telephone, video conferencing]) and no proxies or mail ballots shall be permitted, but any action required to be taken by the Board of Directors may instead be taken by unanimous written consent of all the Directors then serving in office.

C. Electronic Meetings

A Special Meeting of the Board of Directors may be called and conducted electronically (by any means and technology as the board of Directors may determine) by the President or by direction of no less than three (3) Directors. Notice of a Special Meeting shall be delivered in writing (electronically by email), and state the purpose of the meeting; such notice shall be delivered to the Board of Directors. A quorum shall require the presence of a majority of the Directors then serving in office. Their electronic meeting presence requires, and is to be documented by, a response to the Requestor(s) and to the Secretary. A response that is visible to all members of the Board of Directors, and the Secretary may be deemed a response to the Secretary. Except for the requirement to participate in real-time, voting requirements for an Electronic Meeting are identical to those of a Meeting as outlined above (B. Meetings.) with two additional requirements. For a vote to be valid as affirmative or negative, it must:

1. Be documented by a response from a Director and to the Secretary.
2. Contain a sufficient number of votes to be a majority count of the Directors representing a quorum.

ARTICLE 7. Elections

A nominating committee consisting of five (5) Chapter members shall be selected by the Board of Directors no less than 90 days prior to the annual membership meeting. The Committee shall select at least one candidate for each Principle Office to be filled at such meeting and shall present the slate of candidates to the members not less than thirty days prior to the meeting. This slate shall be presented to the members by one or more of the following methods:

- Presented at a monthly meeting or special-called meeting
- Sent via email or mail.
- Included in a publication emailed or mailed to the members. (e.g. monthly newsletter)
- Posted to the chapter web presence

ARTICLE 8. Amendments

These Bylaws may be amended or restated by a majority vote of the members present in person or by proxy at the annual member meeting or at any special meeting called for that purpose, provided that the required vote shall be 85 percent with respect to any amendment deletion or other change to Articles I, 2(h), 4A(i), 4C(i) and 8 hereof.

Approved by the chapter membership the 14th day of November 2020.



DARREN MEDLIN, President
EAA Chapter 35