

BYLAWS
OF
EAA CHAPTER 1044, INC.

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ARTICLE I
ORGANIZATION

1.1. NAME. The Name of the organization shall be EAA CHAPTER 1044, INC.

1.2. NAME CHANGE. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II
CORPORATION OFFICE

2.1. Known Place of Business. The known statutory agent in the State of Arizona is located at 1568 N. Wakonda St., Flagstaff, AZ and the known place of business shall be, 2852 Chandelle Lane, Overgaard, AZ. The Corporation may have such other offices either within or outside the State of Arizona, as the board of directors may designate or as the business of the corporation may require from time to time.

2.2. Change Thereof. The known place of business and the office of its statutory agent may be changed from time to time by the board of directors by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

ARTICLE III
PURPOSE

The following are the purposes for which this organization has been organized:

- (a) To promote, encourage, and facilitate recreational aviation activities that provide educational opportunities.
- (b) To cooperate with and assist governmental agencies in the development of programs relating to aviation activities
- (c) To promote and encourage aviation safety in the design, construction, restoration, and operation of all types of aircraft.
- (d) To encourage and engage in research for the improvement and better understanding of aviation and the science of aeronautics.
- (e) To foster, promote, and encourage grass roots efforts relating to aviation research and development.
- (g) To foster closer fellowship among its members through exchange of ideas of mutual interest.
- (h) Promote, encourage, and foster an environment that celebrates and nurtures the participation of families and the spirit of volunteerism within the world of recreational aviation.

- (i) To operate as a local Chapter of the Experimental Aircraft Association, Inc. (The “EAA”), to cooperate with the EAA and to further the goals and purposes of the Association within the geographic area served by the corporation and to comply in all respects with the policies and procedures of the EAA as that Association might establish for its Chapters at any time and from time to time.

ARTICLE IV CHAPTER MEMBERSHIP

4.1. Eligibility for Chapter Membership. Eligibility for membership in the Chapter is open to any person who has an interest in recreational aviation, subject to the classifications of membership listed in Article IV, Sections 4.2.1 to 4.2.5.

4.2. Classifications of Chapter Membership. There are five (5) types of Chapter Memberships. These Chapter Membership Classifications include; Regular, Family, Honorary/Complimentary, Special, and Life. The specific details of these Chapter Membership Classifications are described in the following paragraphs:

4.2.1. Regular Chapter Membership. A Regular Chapter Member shall be any person who pays Chapter dues and is a Member in good standing of EAA (Experimental Aircraft Association, Incorporated).

4.2.2. Family Chapter Membership. A Family Chapter Membership shall be any family, including parents, and children, who pay the appropriate Chapter Membership dues and are Family Members of EAA (Experimental Aircraft Association, Incorporated).

4.2.3. Honorary/Complimentary Membership. A Honorary/Complimentary Chapter Member shall be any person to whom the Chapter Officers, Chapter Board of Directors, or Chapter Membership wishes to extend an Honorary Chapter Membership. Honorary/Complimentary Chapter Memberships may be given to a person in recognition or appreciation of the support that person has provided to the Chapter. Honorary/Complimentary Chapter Members may not hold any elected or appointed Chapter Office or Position, nor are they entitled to any voting privileges within the Chapter. Honorary/Complimentary Members are not required to be members of EAA (Experimental Aircraft Association, Incorporated), but the Chapter Office at EAA Headquarters will extend a complimentary one year EAA Membership to any Honorary/Complimentary Chapter Member upon written request from the Chapter Officers, Chapter Board of Directors or Chapter Membership.

4.2.4. Special Chapter Membership. A Special Chapter Member shall be any person, who for temporary or short term economic reasons is unable to pay the appropriate Chapter Membership dues and to whom the Chapter Officers, Chapter Board of Directors, or Chapter Membership wishes to extend a Chapter Membership. The Chapter Office at EAA Headquarters will extend a one year

complimentary EAA Membership to any Special Chapter Member upon written request from the Chapter Officers, Chapter Board of Directors, or Chapter Membership.

4.2.5. Life Chapter Membership. A Life Chapter Membership may be bestowed on an individual Chapter Member at the discretion of the Chapter Officers, Chapter Board of Directors, or Chapter Membership. All Life Chapter Members must be members in good standing of EAA (Experimental Aircraft Association, Incorporated). A Chapter Life Membership recognizes the long-term commitment to EAA and the Chapter made by the individual. A Life Chapter Member may hold any Chapter Office, shall have full voting privileges within the Chapter, and is exempt from annual Chapter dues.

4.3. Duration of Chapter Membership. The Duration of a Regular and Family Chapter Membership shall be one (1) calendar year. Honorary/Complimentary or Special Chapter Memberships may be extended or continued beyond one (1) year at the discretion of the Chapter Officers, Chapter Board of Directors, or Chapter Membership. Life Chapter Membership is continuous for the life of the Chapter Member. Life Chapter Membership is not transferable to another person. All Chapter Members with voting privileges in the Chapter must maintain a current membership with the EAA (Experimental Aircraft Association, Incorporated), except for the Honorary/Complimentary Chapter Members.

4.4. Voting Privileges 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), Special Chapter Members and Life Chapter Members. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.

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

4.5.1. Any Chapter Member, who by intentional negligent or reckless deed or action, harms or jeopardizes the reputation or assets of the Chapter of EAA, may be called before the Chapter Board of Directors and Chapter Officers for review. Upon conclusion of a review, the Chapter Board of Directors and Chapter Officers may upon finding reasonable cause, recommend to the Chapter Membership that said member be removed from Chapter Membership. Said Member may then be removed, by a majority vote of eligible members at any regular or special Chapter Membership Meeting where a quorum exists.

4.5.2. Any Chapter Member who fails to remit their Chapter Membership dues or fails to maintain their Chapter Membership in the EAA shall be considered removed from Chapter Membership.

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

4.7. Chapter Membership Dues and Assessments. The Chapter Officers and Chapter Board of Directors, with the concurrence of the Chapter 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 Chapter Membership Meeting or Special Chapter Membership Meeting. The proposed dues or assessment must pass by a majority vote of eligible Chapter Members in attendance. Dues and assessments shall be paid to the Chapter Treasurer, or any person they may designate. 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 Chapter Officers and Chapter Board of Directors, with the majority concurrence of the Chapter Membership. Dues and assessments shall be considered wholly earned and shall not be pro-rated in the event of expulsion or resignation. Honorary/Complimentary Chapter Members and Special Members shall not be required to pay any dues or assessments. Life Chapter Members, while not required to pay dues, however may be required to pay assessments.

ARTICLE V MEETINGS

5.1. ANNUAL MEETINGS. The annual membership meeting of this organization shall be held on the second Saturday in October each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed in these By-Laws.

5.2. REGULAR MEETINGS. Regular Chapter Membership Meetings of this organization shall be held by telephone, or in person every quarter, or as needed per the president of the organization.

Notice of any Regular Chapter Meeting of Chapter Members shall be given before such meeting by notice published in a Chapter publication, such as the Chapter Newsletter, or by phone, fax, or e-mail.

A quorum is required for any Chapter Membership Meeting; a quorum shall consist of at least one third (1/3) of the Chapter Members in person or by proxy.

Additionally, the presence of not less than one third of the members of the board of directors shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than four (4) weeks from

the date scheduled by these By-Laws. The Secretary shall cause a notice of this scheduled meeting to be sent to all those board members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

5.3. SPECIAL MEETINGS. Special meetings of this organization may be called by the Chair or President when he or she deems it for the best interest of the organization. Notices of such meeting shall delivered by phone, fax, mail, or email to all members at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of fifty (50%) percent of the members of the Board of Directors, the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business, but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE VI VOTING

At all meetings, except for the election of officers and directors, all votes may be by voice or proxy. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At every meeting of the Chapter Members, each voting Chapter Member may have one vote on any question or resolution. In the absence of a Chapter Member, that Chapter 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.

A simple majority of Chapter Members, that are eligible to vote, must be present or represented by proxy for the adoption of any resolution, except for a resolution that calls for the Chapter to separate its relationship with the Experimental Aircraft Association, Incorporated. In which case a majority of not less than eighty percent (80%) of the members eligible to vote, present or represented by proxy, is necessary for the adoption of such resolution.

At all votes by ballot the Chairman of such meeting may, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed to the minute book to the minutes of that meeting. No inspector of election shall be candidate for office or shall be personally interested in the question voted upon.

ARTICLE VII
ORDER OF BUSINESS

1. Roll Call
2. Reading of the Minutes of the preceding meeting
3. Reports of Committees
4. Reports of Officers
5. Old and Unfinished Business
6. New Business
7. Adjournments

ARTICLE VIII
BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of at least 3 (three) members, including the officers of this corporation. At least one of the directors elected shall be a resident of the State of Arizona and a citizen of the United States.

The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization and they shall serve for a minimum term of two (2) years. The officers elect and members shall reevaluate the board of directors every two years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all the Directors at regular organizational meetings.

Each member and Director shall have one vote and voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members for the balance of the year.

The President of the organization by virtue of his or her office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a Secretary.

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel

upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE XI OFFICERS

9.1. INITIAL OFFICERS. The initial officers of the organization shall be as follows:

President: Larry Driver

Vice President: Bob Boyd

Secretary: Donna Meng

Treasurer: Ellen Randoll

9.2. PRESIDENT. The President shall preside at all membership meetings.

They shall, by virtue of their office, be Chairman of the Board of Directors.

They shall present at the annual meeting of the organization an annual report of the work of the organization.

They shall appoint all committees, temporary or permanent.

They shall see all books, reports and certificates required by law are properly kept or filed.

They shall be one of the officers who may sign the checks or drafts of the organization.

They shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

9.3. VICE PRESIDENT. The Vice President shall in the event of the absence or inability of the President to exercise their office become Acting President of the organization with all the rights, privileges and powers as if they had been the duly elected President.

9.4. SECRETARY. The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be their duty to file any certificate required by any statute, federal or state.

They shall give and serve all notices to members of this organization.

They shall be the official custodian of the records and seal of this organization.

They may be one of the officers required to sign the checks and drafts of the organization.

They shall present to the membership at any meetings any communication addressed to them as Secretary of the organization.

They shall submit to the Board of Directors any communications which shall be addressed to them as Secretary of the organization.

They shall attend to all correspondence to the organization and shall exercise all duties incident to the office of Secretary.

9.5. TREASURER. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

They shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$ 5,000.00 and the balance of the funds of the organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the State of Arizona.

They must be one of the Officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

They shall render, at stated periods as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

They shall exercise all duties incident to the office of Treasurer.

9.6. GENERAL. Officers shall by virtue of their office be members of the Board of Directors. Officers shall serve a minimum term of 2 (two) years, and follow the same election process as directors.

No Officer shall, for reason of their office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a Director or Officer.

ARTICLE X SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE XI COMMITTEES

All Committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

Membership
Events
Safety/Education
Communications
Young Eagles Program

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than fifty (50%) percent of the members and with notice to all members.

ARTICLE XIII DISSOLUTION

At such time as the Board of Directors determines that this entity needs to be dissolved, a special committee will be formed for the sole purpose of liquidating the assets of this entity. The assets which are secured by financing will be returned to the financier. The assets which are owned by this entity will be donated as follows:

1. Auction assets as needed to liquidate financial obligations
2. Another non-profit EAA Chapter in the state.
3. Another education facility in the immediate area (100 mile radius)
4. Any education or other non-profit entity in the immediate area (100 mile radius)
5. Any education or other non-profit entity which is willing to transport the asset to their location
6. All Chapter records will be returned to the EAA Chapter Office at EAA Headquarters in Oshkosh, Wisconsin.

ARTICLE XIV CHAPTER CHARTER AUTHORIZATION

The Chapter accepts and acknowledges that the Chapter has been granted a conditional Charter under the authority of the Experimental Aircraft Association, Incorporated. Further the Chapter accepts and acknowledges that the privileges granted to the Chapter, under the conditional Charter, may be withdrawn in the event the Chapter fails in any way or manner to meet the requirements of the Chapter Charter of the Experimental Aircraft Association, Incorporated. In the event the Experimental Aircraft Association, Incorporated withdraws the conditional Charter of the Chapter, the Chapter agrees to cease using any reference whatsoever to itself as a Charter Chapter of the Experimental Aircraft Association, Incorporated.

ARTICLE XV
DISCRIMINATION POLICY

No member of the Board of Directors, the employees or other agent of this entity will demonstrate discrimination in any form or manner against any other Board Member, employee, student or parent associated with or participating in the program(s) or operations of this entity.

A Special Meeting of the Board of Directors will be convened, within 30 days of being notified of the violation, to hear from all parties involved. These parties are to include, but not be limited to, Board Members, employees, instructors, teacher, parents, students and their legal representatives.

If it is determined that a Member of the Board of Directors, Employee or Instructor has violated this provision, his/her service and association will be terminated immediately and barred from any future association with this entity.

CERTIFICATE

The undersigned hereby certifies that the foregoing bylaws have been duly adopted by the Board of Directors of EAA CHAPTER 1044, INC.

DATED: _____

SIGNED: _____

Larry Driver, President