

Bylaws

Date: March 16, 2013

Article I. Name:

This organization shall be known as the Spirit of St. Louis Chapter 32 of the Experimental Aircraft Association, Incorporated. It is incorporated under the laws of the State of Missouri as a not for profit, non-stock, 501-C.3, corporation.

Article II. Location:

St. Charles County Airport, Smartt Field, 6410 Grafton Ferry Rd, Portage des Sioux, MO 63373

Article III. Mission Statement:

The mission of Chapter 32 is to:

1. Promote, encourage, and facilitate an atmosphere where all are welcome to join-in and become a part of recreational aviation.
2. 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.
3. Promote, encourage, and facilitate an environment that fosters safety and high standards in the design, construction, restoration, and operation of all types of recreational aircraft.
4. Promote, encourage, and facilitate recreational aviation activities that provide educational opportunities.
5. Promote a positive, productive, and cooperative relationship between the Chapter and those governmental agencies and private enterprises that provide aviation services and facilities to the benefit of members of the Chapter.
6. Promote, encourage, and facilitate Membership in the EAA (Experimental Aircraft Association Incorporated).
7. Support and promote the mission, vision, goals and objectives of the EAA (Experimental Aircraft Association) through programs and services within the Chapter family.

Article IV. Chapter Membership

- A. 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 B.1-B.5.
- B. 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:
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).
 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).
 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 Inc.), 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. 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.
 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.

- C. 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.
- D. Voting and Chapter Membership Privileges :
1. 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 in good standing with the Chapter. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.
 2. Chapter members in good standing shall have access to facilities (if applicable), tools, equipment, training materials, and other items approved by the Chapter Board of Directors.
- E. 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:
1. Any Chapter Member, who by intentional negligent or reckless deed or action, harms or jeopardizes the reputation or assets of the Chapter or 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.
 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.
- F. 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.

Article V. Finance.

A. Annual Financial Plan and Budget

1. The Annual Chapter Financial Plan and Budget is generated by the Chapter Board of Directors. It consists of
 - a. Dues and other source of income projections
 - b. Planned activities and their related expenses.
2. The Chapter Treasurer or appointed designate shall present the Annual Chapter Financial Plan and Budget to the chapter membership during the January chapter meeting.
3. Members of the Chapter accept the Annual Chapter Financial Plan with a majority vote of members present.
4. Adjustment to the Annual Chapter Financial Plan and Budget may occur during the year provided a majority of voting members present at a regular chapter meeting agrees to the adjustment.

B. Dues

1. Annual membership dues amount will be set by a majority vote of the membership.
2. Membership is by calendar year commencing in January. Dues are payable by January thirty first (31st) of the current year. The official Chapter Roster will include membership information for Chapter members who have paid their dues by the March membership meeting.
3. Dues not paid by the March membership meeting will be considered delinquent. A Chapter Member whose dues are delinquent will forfeit voting membership standing.
4. Dues for new members will be prorated on a monthly basis. Yearly rate of dues will be divided by twelve (12), and then multiplied by the number of months remaining in the calendar year to obtain dues amount for the balance of the year.
5. Honorary and Lifetime Memberships are not required to pay dues.

C. Expenditures

1. All expenditures shall be made pursuant to the annually adopted Financial Plan and Annual Budget.
2. The Chapter Board of Directors is authorized to spend up to one thousand (\$1,000.00) dollars without Chapter Membership approval.
3. Expenditure amounts greater than one thousand (\$1,000) dollars require a majority vote of eligible Chapter Members present at a regular Chapter meeting.

Article VI. Meeting of Members

- A. All Regular Chapter Meetings shall be held at a place determined by the Chapter Board of Directors.
- B. Notice of any Regular Chapter Meeting shall be published in the Chapter Newsletter. Additional means of notifying members may also be utilized.
- C. Special Chapter Membership Meetings may be determined by the Chapter President. Special Chapter Meetings may also be called by a two-thirds (2/3) majority of the Chapter Board of Directors.
- D. Notice of Special Chapter Membership Meetings, stating the location, time, and purpose of the meeting shall be given in the same manner as the notice required for the regular meetings or by special letter.
- E. 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 but not less than 10 Chapter Members.
- F. In the absence of the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer, a temporary Meeting Chairman may be appointed by the Chapter Board of Directors and shall act as the presiding officer.
- G. At every Chapter Membership Meeting, 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.
- H. 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 such resolution.
- I. The Chapter President shall vote ONLY to break a tie.

Article VII. Chapter Officers

- A. The Chapter Officers shall be Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer.
- B. Term of Office.
 1. Chapter Officers will serve for two consecutive years commencing with the January meeting following election. The Chapter President and the Chapter Secretary will be elected for a two year term beginning on an even year. The Chapter Vice President and Chapter Treasurer will be elected for a two year term beginning on an odd year.
 2. Chapter Officers may be elected to the same office for consecutive terms.
- C. Duties of the Chapter Officers shall be approximately as prescribed in the EAA instructions to the Chapters.
 1. The Chapter President.
 - a. Shall be the Chief Executive Officer and Chairperson of the Chapter Board of Directors.
 - b. Shall have, subject to the advice, direction, and control of the Chapter Board of Directors, general charge of the Chapter business.
 - c. Shall jointly execute with the Chapter Secretary all contracts and instruments which have first been approved by the Chapter Board of Directors.
 - d. May call any Special Meeting of the Members of the Chapter Board of Directors and/or general Chapter Membership.
 - e. May execute checks for expenditures authorized by the Chapter Board of Directors in case of the absence or disability of the Chapter Treasurer. In such circumstances, either the Chapter Vice President or Chapter Secretary shall be called upon to execute such checks.
 2. The Chapter Vice President.
 - a. Shall be vested with all the powers and authority of the Chapter President and shall perform the duties of the Chapter President in the case of the Chapter President's absence, disability, or inability, for any reason.
 - b. Shall also perform such duties connected with the operations of the Chapter at the suggestion or direction of the Chapter President.
 - c. Shall be parliamentarian and interpreter of the bylaws.

3. The Chapter Secretary.
 - a. Shall have the responsibility to take and publish minutes of all meetings.
 - b. Is responsible for publishing notice of all regularly scheduled Membership and Chapter Board of Directors Meetings. Additionally, the Chapter Secretary is also responsible for publishing notice of Special Membership Meetings.
 - c. With the assistance of the Chapter Membership Committee, shall maintain a Chapter Directory as defined by Article XIII.
 - d. Shall also be responsible for maintaining the currency and security of the original copies of the Chapter Bylaws, Non-profit Incorporation documents, tax-exemption documents, Federal Employer Identification Number (FEIN), and any other documents, books, papers, and records as the Chapter Officers or Chapter Board of Directors direct.
 - e. Shall receive a copy of all official correspondence of the Chapter for archival purposes.
 - f. Shall jointly execute, along with the Chapter President, all contracts and instruments that have been first approved by the Chapter Board of Directors.
 - g. Shall perform all other duties incident to the Office of Chapter Secretary, subject to the control of the Chapter President and the Chapter Board of Directors.
 - h. Shall keep National Headquarters informed of Chapter activities as outlined in the instructions to Chapters.
4. The Chapter Treasurer.
 - a. Shall execute all checks authorized by the Chapter Board of Directors.
 - b. Shall receive and deposit all funds in a financial institution recognized by the Federal Deposit Insurance Corporation (FDIC) (for U.S. Chapters), and approved by the Chapter Board of Directors.
 - c. Shall also account for all receipts, disbursements, and the balance of funds on hand. The Chapter Treasurer shall perform all other duties subject to the control of the Chapter President and the Chapter Board of Directors.
 - d. Shall ensure the Chapter obtains and maintains a Federal Employer Identification Number (FEIN). The Chapter 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.
 - e. Shall be bonded in an amount to be determined by the Chapter Officers. The premium to bond the Chapter Treasurer shall be at the expense of the Chapter.
 - f. By resolution of the Chapter Board of Directors, the Chapter may require joint signatures on all checks drawn on Chapter accounts.

Article VIII. Chapter Board of Directors

- A. The business and property of the Chapter shall be conducted and controlled by the Chapter Board of Directors.
 - 1. The Chapter Board of Directors shall consist of the following:
 - a. Class I Director: Class I Directors shall be the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer.
 - b. Class II Director: Class II Directors shall consist of the immediate past Chapter President and three (3) additional members elected to the position of Class II Director.
 - 2. The term of office for the Chapter Board of Directors shall be two (2) years.
 - 3. One (1) Class II Director elected with Chapter President and Chapter Treasurer and two (2) Class II Director being elected with the Chapter Vice President and Chapter Secretary.
 - 4. Chapter Officers must be 18 years of age or older in order to serve as a Chapter Officer or Chapter Board of Director.
- B. The Chapter President shall preside over the Chapter Board of Directors as its Chairperson.
- C. In case of a vacancy on the Chapter Board of Directors, the Chapter President may appoint a replacement, subject to the approval of a majority of the Chapter Board of Directors.
- D. Meetings of the Chapter Board of Directors may be called at any time by the Chapter President or by a two-thirds (2/3) majority of the Chapter Board of Directors.
- E. At a minimum, the Chapter Board of Directors shall meet on a quarterly basis.
- F. Each Member of the Chapter Board of Directors shall be notified a meeting of the Chapter Board of Directors is scheduled. The notice of meeting shall include the location, time, and purpose of the meeting. Notice of meeting shall be transmitted at least 48 hours prior to the time of the meeting. If all of the Members of the Chapter Board of Directors are present at a meeting, any business of the organization may be transacted without previous notice of the meeting.
- G. A simple majority of the Chapter Board of Directors, at least two (2) of which shall be Class I directors, shall constitute a quorum of the Chapter Board of Directors.
- H. A quorum of the Chapter Board of Directors is required in order to conduct Chapter business at a Chapter Board of Directors meeting.
- I. Each Member of the Chapter Board of Directors shall serve as a Chapter Board Member without compensation.
- J. The Chapter 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.
- K. The Chapter Board of Directors may annually recruit a certified public accountant or an appropriate group of Chapter Members to verify that the financial records of the Chapter are in order. The Chapter Board of Directors can determine how they want the report to be delivered.

Article IX. Elections

- A. The Chapter President may appoint a Nominating Committee made up of at least three (3) Chapter Members. The appointment of the Nominating Committee shall take place no later than July.
- B. The appointments to the Nominating Committee shall be announced to the Chapter 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 Chapter Members appointed to the Nominating Committee shall be published in the next Chapter Newsletter.
- C. Beginning in July, the Nominating Committee shall canvas the current Chapter 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 also canvas the Chapter Members of all committees and groups to seek those who may be interested in an elected position. Further, the Nominating Committee shall make themselves available to the Chapter Membership seeking any Chapter Members who may be interested and who are eligible to run for an elected position.
- D. At the October Chapter Membership Meeting the Nominating Committee shall present to the Chapter Membership the nominations they have obtained. In addition, open nominations will be accepted from the Chapter Members during the October Chapter Membership Meeting.
- E. Once all nominations have been received, a slate of nominees may be posted at the regular meeting place, or any place deemed appropriate by the Nominating Committee, and published in the Chapter Newsletter.
- F. Elections of Chapter Officers and Chapter Board of Directors will take place at the November Chapter Membership Meeting. Three (3) Chapter Members appointed by the Chapter Board of Directors shall conduct and monitor the election. Voting shall be done by written ballot. All ballots will be counted and confirmed by the monitors and the results of the election announced to the members present.
- G. Vote by proxy from eligible voting chapter members is permitted provided the proxy vote is received by the Chapter Secretary after the slate has been determined and before the November ballot.
- H. All newly elected Chapter Officers and members of the Chapter Board of Directors shall assume their responsibilities on January 1st but no later than the January Chapter Membership Meeting.
- I. If the office of Chapter President, Chapter Vice President, Chapter Secretary, or Chapter Treasurer becomes vacant for any reason, the Chapter 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 Chapter Board of Directors, hold a special election to fill the vacancy(s).

Article X. Transition of Leadership

- A. Subsequent to the election of Chapter Officers and Chapter Board of Directors, the incumbent and newly elected Chapter Officers and Chapter Board of Directors shall organize and hold a transition meeting wherein all Chapter records and information will be passed on to the newly elected Chapter Officers and Chapter Board of Directors.
- B. During the transition meeting, the newly elected Chapter Officers and the Chapter Board of Directors shall review the Chapter Bylaws, Chapter Goals, Mission and Vision Statements, Non-Profit Incorporation documents, tax status, insurance policies, etcetera to ensure they are clearly known and understood.
- C. During the transition meeting the newly elected Chapter Officers and Chapter Board of Directors shall review the incorporation documents to ensure the Chapter is current in all government obligations and the Chapter is properly incorporated.
- D. During the transition meeting the newly elected Chapter Officers and Directors shall review and submit the Chapter Status Report to the EAA Chapter Office at EAA Headquarters, and ensure that all proper notifications have been forwarded to the EAA Chapter Office at EAA Headquarters as prescribed.
- E. During the transition meeting the newly elected Chapter Officers and Chapter Board of Directors shall review the insurance requirements specified by EAA and ensure that all proper insurance coverage has been arranged through the appropriate programs of the Experimental Aircraft Association.

Article XI. Financial Reports

- A. The Chapter Treasurer shall prepare a quarterly and an annual financial statement and present each report on the financial status to the Chapter Membership. The form of the report, either written or oral, will be determined by the Chapter Board of Directors. The Chapter Board of Directors will also determine the method of the report, either by presentation at a Chapter Membership Meeting or by Chapter Newsletter.
- B. The Chapter Board of Directors, under the direction of the Chapter Vice President, shall arrange annually to have the financial records and practices of the Chapter verified. The Chapter Board of Directors shall make a copy of the written report available to the Chapter Membership. The Chapter Board of Directors will review any recommendations for changes in book keeping procedures and shall take appropriate steps to implement any reasonable recommendations.

Article XII. Chapter Membership Committee

The Chapter Membership Committee, which is appointed by the Chapter Board of Directors, shall consist of a few Chapter Members, probably about 4 or 5 Chapter Members. The purpose of this Committee should be to keep accurate records on the current Membership of the Chapter through a detailed Chapter Membership Roster. The Chapter Membership Committee shall also look for ways to retain existing EAA and Chapter Members. Further, the Chapter Membership Committee shall look for opportunities to recruit new EAA and Chapter Members, including keeping an ample quantity of EAA and Chapter Membership Application Forms and any other materials that will assist in the retention and recruitment of EAA and Chapter Members.

Article XIII. Chapter Directory

- A. The Chapter Directory shall be published at the discretion of the Chapter Board of Directors.
- B. The Chapter Directory shall contain the following sections.
 - 1. Chapter Officers, Committees, and Chapter Board of Directors.
 - 2. Roster of membership, listing;
 - a. Aircraft under construction.
 - b. Aircraft completed by members.
 - 3. Sources of aircraft building material.
 - 4. Technical library publications available for loan to Chapter members.
 - 5. List of all property, real, personal, and chattel, owned by Chapter 32.
 - 6. Affiliation with other aviation related organizations.

Article XIV. Facilities, Tools, and Other Assets

- C. Title to real and personal property shall be held in the name of the Chapter.
- D. The Chapter Board of Directors shall ensure all facilities, tools, and other assets of the Chapter are properly insured or protected against loss.
- E. A member of the Chapter Board of Directors will serve on appropriate committees to properly manage and maintain a policy for management of the Chapter's facilities, tools, and other assets.
- F. Tools and assets of Chapter 32 shall be inventoried and audited on an annual basis. The audit shall be complete no later than the end of March of the calendar year.

Article XV. Organizational Committees

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

Article XVI. 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 VI, 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 XVII. Dissolution

The Chapter may be dissolved by a two-thirds majority vote of the voting Chapter Members. If the Chapter is dissolved, the Chapter Board of Directors is responsible for ensuring that all Chapter debts and obligations are paid, and the proper disposition of all Chapter records are sent to the EAA Chapter Office at EAA Headquarters, P.O. Box 3086, Oshkosh, Wisconsin, 54903-3086. The Chapter Board of Directors is also responsible for the disposition of all Chapter materials and assets. The Chapter materials and assets or monetary proceeds from the sale of aforementioned materials and assets shall be transferred to another non-profit organization such as EAA or other Non-Profit EAA Chapters or entities. No Chapter member shall profit from sale or distribution of materials or take possession of materials or other assets without reasonable compensation approved by the Chapter Board of Directors.

Article XVIII. 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 a 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 that 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 XIX. Amendments

Any member may make recommendations to change or amend these bylaws. The bylaws may be amended, altered or replaced by a vote of two-thirds (2/3) of the members present at a properly called meeting, providing that any proposed change has been presented at the preceding meeting or in writing to the membership at least thirty (30) days in advance of the meeting.

Acknowledgement and Acceptance on behalf of:

Spirit of St. Louis Chapter 32 of the Experimental Aircraft Association, Incorporated

Chapter President's Signature /s/ David W. Doherty

Date: March 13, 2013

Chapter Vice President's Signature /s/ William S. Doherty

Date: March 13, 2013

Chapter Secretary's Signature/s/ David DeWeese

Date: March 13, 2013

Chapter Treasurer's Signature /s/ Donald R. Doherty

Date: March 13, 2013

EAA Chapter Office (Oshkosh) Representative's Signature

_____ Date _____