

Bylaws

Hangtown Chapter 512, EAA, Placerville, California (Revised May 10, 2018)

ARTICLE I

Name

The name of this organization is Hangtown Chapter 512, Experimental Aircraft Association, Placerville, California.

ARTICLE II

Location of Office

The principle office of the Corporation for the transaction of business is located in El Dorado County, California.

ARTICLE III

Purpose

Section 1. Affiliation

This organization shall be a non-profit public benefit Corporation affiliated with the international organization entitled Experimental Aircraft Association, Inc. a 501(c)(3) corporation, or its successor, headquartered at Oshkosh, Wisconsin, herein referred to as "EAA National".

Section 2. Objectives and Purposes

The primary objectives and purposes of this Corporation, as provided in its Articles of Incorporation, shall be the furtherance of aviation education, aviation safety and aeronautical science.

This corporation is a 501(c)(3) non-profit public benefit corporation as defined by the Internal Revenue Service and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable purposes. The specific purpose for which this corporation is organized shall be the furtherance of aviation.

The primary means for achieving this purpose shall be providing a suitable location, environment and physical arrangements for education, scientific and/or charitable endeavors and to the extent consistent therewith shall:

- (1) Cooperate with and assist governmental agencies in the development of programs relating to aviation education and safety.
- (2) Promote and encourage aviation safety in the design, construction, restoration and operation of all types of aircraft.
- (3) Promote and encourage grass roots efforts relating to aviation research and development.
- (4) Promote and encourage non-commercial aviation.
- (5) Provide public aviation education and aviation safety services to the community.

Section 3. Aims

The aims of this corporation are to be carried out through any and all lawful activities, including others not specifically stated above, but incidental to the stated aims and purposes, both direct and through contributions to any other organizations whose stated purposes are furtherance of aviation education or aviation safety and are 501(c)(3) corporation as defined by the Internal Revenue Code.

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ARTICLE IV Membership

Section 1. Eligibility for Membership

Eligibility for membership is open to any person of good moral character, subject to approval of the Board of Directors, without regard to age, sex, race, religion, politics or degree of aeronautical skill. Membership in good standing with EAA National is recommended.

Section 2. Classification of Membership

There shall be five (5) classes of membership:

(a) Regular Membership.

- (1) One who has paid annual dues to the Chapter, and their spouse, and
- (2) Is a member or a spouse of a member of the EAA National or its successor.
- (3) A junior member shall be a person under eighteen (18) years of age who meets the criteria of (a)(1) and (2) above.
- (4) Shall be entitled to one vote per paid membership and hold a Chapter office.

(b) Honorary Membership.

- (1) Any person recommended by the Board of Directors and approved by a simple majority vote of the eligible voting Members present at a General meeting.
- (2) Term of such membership shall be set by the Board of Directors
- (3) Honorary Members shall not be entitled to one vote or hold a Chapter office.

(c) Lifetime Membership.

- (1) A Lifetime Membership is available to any person eligible for membership
- (2) Lifetime Membership requires a non-refundable one time payment of dues as established under Article V of these Bylaws.
- (3) Lifetime Members must maintain membership in EAA National.
- (4) Shall be entitled to one vote and hold a Chapter office.

Section 3. Expulsion of Members

Any member deemed undesirable due to acts that jeopardize the organization, or that are not in the best interest of the organization, may be expelled by three-fourths (3/4) vote of the Board of Directors.

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ARTICLE V **Dues and Assessments**

Section 1. Dues

The amount of Chapter dues and the frequency of collection shall be recommended by the Board of Directors and approved by a simple majority of voting members present at a General meeting.

Section 2. Assessments

Rate of assessment shall be determined by financial obligations and shall be based on recommendations by the Board of Directors and approved by a simple majority of voting members present at a General meeting.

Section 3. Collection of Dues and Assessments

Dues and assessments shall be collected by the Treasurer, or any other Chapter Officer delegated with this authority by the President and approved by the Board of Directors and shall be made payable to "Hangtown Chapter 512 EAA". Dues shall be payable on or about January 1 of each year and shall apply for a twelve (12) month period. Any member that fails to pay the appropriate dues by March 31st shall forfeit all membership privileges until the appropriate dues have been paid. Annual dues for new members may be prorated upon recommendation of the Board of Directors.

ARTICLE VI **Officers**

Section 1. Executive Officers

The executive officers of this corporation shall be a President, Vice President, Secretary and Treasurer.

- (a) Executive Officers shall serve a one (1) year term commencing January 1st following their election, or until their successors are elected.
- (b) The Executive Officers shall be bonded at the discretion of the Board of Directors, and premiums shall be paid by the corporation.
- (c) All Executive officers shall be members in good standing with EAA National for the full term of their office. Failure to maintain EAA National membership shall be grounds for dismissal subject to the Board of Directors approval.

Section 2. Duties of Officers

(1) President

- (a) The President shall be the Chief Executive Officer of the corporation.
- (b) The President shall preside at all General and special meetings of the corporation unless unable to do so by virtue of his/her absence or disability.
- (c) The President shall direct the activities of the corporation, subject to the advice and control of the Board of Directors, and within the framework of these Bylaws and the Articles of Incorporation.
- (d) The President shall be an ex-officio member of all committees except the Nominating Committee and the Financial Review Committee.
- (e) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she shall execute all contracts or other instruments which have been approved by the Board of Directors.

(2) Vice President

- (a) The Vice President shall be vested with all the powers and shall perform the duties of the President in the absence of the President or upon his/her disability.

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- (b) The Vice President shall also perform such duties connected with the operation of the Corporation as he/she may undertake by direction of the President or the Board of Directors.

(3) Secretary

- (a) The Secretary shall keep and publish minutes of all proceedings of the Corporation and shall keep other records and papers as the President or Board of Directors may direct.
- (b) The Secretary shall attend to serving notices of General and special meetings of the membership and the Board of Directors.
- (c) The Secretary shall attend to Corporation correspondence as directed by the President or the Board of Directors.
- (d) The Secretary shall execute, with the President, in the name of the Corporation, all contracts and instruments which have been approved by the Board of Directors.

(4) Treasurer

- (a) The Treasurer shall account for, and maintain, a permanent record of all assets, receipts, disbursements and cash on hand.
- (b) The Treasurer shall receive and deposit all funds of the Corporation in the bank accounts designated by the Board of Directors, and shall make financial condition reports to the membership.
- (c) All disbursement of funds shall be approved by the Board of Directors and shall be executed by check. Checks in excess of \$500 shall be signed by not less than two of the Executive Officers authorized to sign checks unless otherwise authorized by the Board of Directors.
- (d) All monies received and/or disbursed shall be recorded in the Corporation's accounting system.
- (e) An annual financial review shall be conducted as of December 31 by the Financial Review Committee. A report of the review shall be made to the Board of Directors at the February Board Meeting.

Section 3. Nomination and Election of Officers

- (a) Nominations of Officers shall be held at the October General meeting and shall be closed at the November General meeting followed immediately by vote of the present membership for election.
- (b) It shall be the responsibility of the Nominating Committee to present at the October General meeting a slate of candidates, who are Members in good standing and eligible to hold office, at least equal to the number of Officers to be elected
- (c) Nominations for Officers may also be made from the floor by Members at the October and November General meetings until the nominations are closed at the November general meeting.
- (d) The candidate for each position receiving the highest number of votes shall be elected.

Section 4. Vacancies

- (a) Vacancies in any office of Officers shall be filled for the remainder of the term by appointment of the Board of Directors.
- (b) Appointments to fill Officer vacancies shall be from the Membership eligible to hold office.
- (c) Approval of Officer appointments to fill vacancies shall be requested by the Board of Directors from the general membership at the first general meeting following such appointment.

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ARTICLE VII Board of Directors

Section 1. Powers

The powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors.

Section 2. Composition

There shall be seven (7) Directors consisting of the four (4) Executive Officers, the immediate Past President, and two (2) General Directors who are Members in good standing and eligible to hold office, elected from the membership at large.

Section 3. Term of Office of General Directors

General Directors shall be elected for a term of one (1) year commencing January 1st following their election, or until their successors are elected.

Section 4. Nomination and Election of General Directors

- (a) Nomination of the General Directors will be held at the October General meeting and shall be closed at the November General meeting followed immediately by vote of the present membership for election.
- (b) It shall be the responsibility of the Nominating Committee to present at the October General meeting a slate of candidates, who are Members in good standing and eligible to hold office, at least equal to the number of General Directors to be elected.
- (c) Nominations for the General Directors may also be made from the floor by voting Members at the October and November General meetings until the nominations are closed at the November general meeting.
- (d) The candidates receiving the highest number of votes shall be elected.

Section 5. Vacancies

- (a) Vacancies in the General Directors shall be filled for the remainder of the term by appointment of the President and approval by the Board of Directors.
- (b) Appointments to fill General Director vacancies shall be from the Membership eligible to hold office.
- (c) Approval of General Director appointments to the Board shall be requested by the Board of Directors from the membership eligible to vote at the first general meeting following such appointment.

Section 6. Meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held at the published time and place to be determined by the President and shall be open to all Members.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called at any time by the President, or any two Officers or Directors.

Section 8. Notice

- (a) Directors must be notified of special meetings, stating time and general purpose not later than three (3) days before the day of the special meeting.
- (b) If all Directors are present at any meeting, any business may be transacted without previous notice.

Section 9. Quorum

A majority of the Board of Directors shall constitute a quorum and the affirmative vote of a majority, but not less than four (4) shall be necessary to pass any resolution or authorize any act of the Corporation.

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ARTICLE VIII

Meetings

Section 1. General Meetings

Monthly meetings of the membership shall be held at a time and place to be determined by the Board of Directors. An exception if approved by the board, a general meeting may be replaced by a Holiday event.

Section 2. 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 two-thirds (2/3) of the Board of Directors, or a majority of the voting membership.

Section 3. Meeting Notification

Notice of all meetings of the membership shall state the location, time and purpose and shall be given at least three (3) days before the day of such meeting by notice published in a Chapter publication, such as the newsletter, or by phone, fax or e-mail.

Section 4. Quorum

A quorum shall be required to conduct Corporation business. A quorum shall consist of at least thirty percent (30%) of the total Members eligible to vote.

Section 5. Presiding Officer.

The President, or in his absence the Vice President, or in the absence of both a temporary Meeting Chairman may be appointed, shall call the meeting to order and act as the presiding officer.

ARTICLE IX

Voting

Section 1. Membership voting

- (a) Each Member eligible to vote must be present to vote and shall have one (1) vote per issue.
- (b) A majority of the eligible voting Members present shall be required for adoption of any resolution.
- (c) A two-thirds (2/3) vote of the eligible voting Members present shall be required to veto any action of the Board of Directors.

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ARTICLE X

Committees

Section 1. Committees

The corporation shall have the following standing committees: Nominating Committee and Audit Committee. The corporation may have such other committees as designated by resolution of the Board of Directors from time to time.

Section 2. Nominating Committee

The Nominating Committee shall be comprised of at least three (3) members, appointed by the President and confirmed by the Board not later than the July General meeting. The nominating committee shall meet to select qualified members for each officer and director position and report their slate of candidates at the October General meeting of the Membership.

Section 3. Financial Review Committee

By the July General meeting each year, the President shall appoint one or more non-board members to review the corporation's books, records and accounting system as of December 31 of the current year. A written report of the review is to be presented to the Board of Directors by the February meeting of the Board.

Section 4. Other Committees

Committee chairpersons shall be a member eligible to vote and appointed by the President, subject to approval of the Board of Directors. Committee chairpersons shall select other members to serve on their committee and shall report on their activities at least annually and at such other times as directed by the President or Board of Directors. Such annual report shall be presented at the January meeting of the Board of Directors.

Section 5. Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its directors, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 6. Committee Authority

All committees shall function in an advisory capacity to the Board of Directors. The Board of Directors shall define the activities and scope of authority of each committee by resolution. No committee shall have independent authority to act for or in the stead of the Board of Directors with regard to the following matters:

- (a) Amend of the Articles of Incorporation
- (b) Amend, alter or repeal the Bylaws.
- (c) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (d) Take final action on a matter that requires the approval of the members.
- (e) Adopt a plan or merger or a plan of consolidation with another corporation
- (f) Authorize the sale, lease, exchange, or mortgage all or substantially all of the property or assets of the Corporation.
- (g) Authorize voluntary dissolution of the Corporation
- (h) Revoke proceedings for the voluntary dissolution of the Corporation
- (i) Adopt a plan for the distribution of the assets of the Corporation
- (j) Elect, appoint, or remove a member of a committee or a director or officer of the corporation

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ARTICLE XI Amendments

Section 1. Amendments

The Bylaws and Articles of Incorporation may be amended or repealed and new Bylaws and Articles of Incorporation adopted at any General meeting of the members duly called and published for that purpose by a two-thirds (2/3) vote of the eligible voting Members present at such meeting.

Adopted: 1974

Amended: October 17, 1979

Further Amended: July 16, 1997

Further Amended: August 18, 2004

Further Amended: Feb.17, 2010

Further Amended: May 10, 2018