

BYLAWS  
for  
ELMIRA AERONAUTICAL ASSOCIATES, INC.  
Elmira, NY

ARTICLE I  
Offices

The principal office of the Corporation shall be in the Town of Horseheads, at Elmira/Corning Regional Airport, County of Chemung, State of New York. But the Corporation may have offices at such other places within or without the State of New York as the Board may from time to time determine or as the activities of the Corporation may require.

ARTICLE II  
PURPOSES

The purposes for which this Corporation has been organized are set forth in its Certificate of Incorporation, but, in addition, include:

1. To promote and encourage an interest in aviation and allied sciences for the benefit of the members of the Corporation.
2. To purchase, lease, own, use, operate and sell or otherwise dispose of any real and personal property, including, but not limited to: airplanes, gliders sailplanes, airports, hangar, and such other and further equipment, appurtenances and services as may be incidental to the use and operation thereof.
3. To assist members, individually and collectively, in the instruction, renovation ownership of any aircraft or aeronautical device.
4. To do any other act or thing incidental to, or connected with, aviation and particularly experimental aviation and the preservation and renovation of unique, interesting, or antique aircraft, and in advancement of any aviation or aeronautical interest but not, however, for the pecuniary profit for financial gain of its individual members, directors, or officers, except as permitted under Article IV of the Not For Profit Corporation Law.

ARTICLE III  
MEMBERSHIP

1. Membership in this Corporation shall be subject, in each instance, to approval by the Board of Directors. Each applicant shall apply upon forms approved by the Board of Directors.
2. All members must maintain current membership in EAA Malcolm Winnick Chapter 533 and EAA National.

3. A voting member shall be any person who has attained the age of eighteen years, of good moral character and actively participating in the Corporation's activities.
4. Initiation fee for new members into Elmira Aeronautical Associates shall be \$250.00 (two hundred fifty dollars). This is in addition to annual dues.
5. An active member shall be defined as one who has been approved by the board, qualifies under and complies with all of the rules of operation, pays the full current dues in effect, and is qualified and entitled to exercise the privileges of operating one or more of the corporation's aircraft. A member who has previously paid the initiation fee may choose to become "inactive" by notifying the board in writing or by email. An inactive member shall not operate any of the corporation's aircraft. An inactive member shall enjoy a reduced rate of dues, or no dues, as the board may determine as standard from time to time and publish in the rules of operation. To become active again, a member must first reapply to the board, be in compliance with current rules of operation, and resume paying the full dues in effect at the time, due at date re-application is received by the board or Safety and Operations Committee or Officer, and be approved. Re-approval may be subject to the number of members currently flying (number of active members) and the insurance requirements for the corporation in place at the time of re-application.

#### ARTICLE IV

Annual dues for active members shall be \$780.00 due and payable in quarterly installments of \$195 per quarter, with the first quarter's dues payable upon joining. In case joining, or declaring inactive status, falls in between a regular quarter for billing purposes, the dues are \$65.00 per month or any portion thereof. Dues are to be paid up (prepaid) at the beginning of each quarter. A grace period for payment of dues shall not exceed 60 days. Delinquent members may be reinstated by action of the Board of Directors. A member who is delinquent in paying dues and then elects to go inactive, must pay any back dues owing between the time the dues were due and the intention to go inactive was declared in writing, before being considered for reactivation to active status. The dues assessment, and other financial obligations of membership, shall be based on the of need of the Corporation as shall be, from time to time, determined by the Board of Directors. Dues once established for the calendar year cannot be changed during the course of that year, and no assessment shall be levied by the Board of Directors without the approval of a majority of the membership. Additionally, no assessment shall be levied except upon ten days written notice, mailed by the treasurer following the approval of such special assessment by the membership at a regular meeting or by special poll at the discretion of the directors; and no such assessment shall be due and payable less than thirty days from the expiration of the ten day notice provided herein.

#### ARTICLE V

##### DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, each of whom shall be at least eighteen years of age, and be a voting member of the Corporation. The Board shall have control and supervision of the property, finances, and general affairs of the Corporation and shall, by resolution, make such rules and regulations for the conduct of meetings and management of affairs of the club as the Board shall deem proper, but not in conflict with these By-Laws.

The number of Directors shall be 3 (three) or more, except that if the total membership in all categories shall exceed 20, then by action of the membership at any Annual meeting, the number of Directors may be increased by one Director for each ten members over twenty.

Only members in good standing are eligible to vote for Directors at the Annual Meeting.

At each Annual meeting, one third of the total number of Directors shall be elected for a term of three years, except that at the first Annual Meeting the total number of Directors shall be divided into three

classes:

CLASS A. To be elected for a term of three years.

CLASS B. To be elected for a term of two years.

CLASS C. To be elected for a term of one year.

Each Director shall hold office until the expiration of the term for which he is elected and until his successor has been elected and qualified, or until he shall resign or be removed from office as hereinafter provided.

The Board of Directors, immediately after each Annual Meeting, shall choose one of their number, by a majority vote, to be President, and likewise, one to be Vice President, and likewise, to be Treasurer. Additionally, they shall appoint from among the membership at large, some suitable person to be Secretary. Each such officer shall serve for a term of two years, until the next annual election, and until his successor has been elected and qualified.

A Director may resign at any time by giving written notice to the Board, such resignation to be effective upon receipt by the Board, or its presiding officer, and acceptance of the resignation shall not be required to make it effective.

Any or all Directors may be removed by a majority vote of the membership at-large present at any meeting, including a special meeting called for the purpose. No Director shall be removed without cause, or without the required vote of the membership.

A majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business, at any Board meeting.

Unless otherwise required by law, the vote of a majority of Directors present at the time of the vote, provided a quorum be present at the time, shall be the action of the Board. Each Director shall have one vote, and none shall vote by proxy.

Vacancies occurring on the Board of Directors by reason of resignation or removal shall be filled by majority vote of the remaining Directors from among the membership-at-large who are eligible for a position on the Board of Directors. Such vacancies shall be filled only until the next Annual meeting, at which time the membership-at-large shall elect a Director to complete the unexpired term.

The Board is empowered to act in any situation where, because of time limitations, it is impossible to convene a special meeting of the membership-at-large, but nothing herein shall excuse improper action by the Board, or any member thereof, and malfeasance shall be considered cause for removal from office upon proper vote by the Board of Directors.

The Board may hold its meetings at the office of the Corporation or any other places, either within or without the State of New York, as it may from time to time determine.

Regular meetings of the Board of Directors shall be held a minimum of four times annually, in January, April, July, and October. Notice of special meetings of the Board shall be delivered either personally or by mail and such meetings may be called by the President upon request of a Director. Notice of any meeting is not required provided there be a majority present at the meeting.

## ARTICLE VI

### DUTIES OF OFFICERS

The President shall preside at all membership meetings, and shall call special meetings of the Board of Directors at his discretion. He shall perform such duties as shall regularly pertain to his office. He shall be ex-officio a member of all standing and special committees. He shall submit an annual report at the Annual Meeting and shall cause to be made such other reports at the Annual Meeting as he shall deem necessary.

The Vice-President shall assume the duties of the President in the absence of the President and shall assist the President in the discharge of his regular duties.

The Secretary shall keep the minutes of the membership meetings, the Annual Meetings of the membership, and the minutes of each meeting of the Board of Directors. The Secretary shall have custody of all reports, communications and documents connected with the proceedings of the Association, and shall have custody of the Corporate Seal. It shall be the duty of the Secretary to maintain the correct listing of the membership, including addresses, date of election into membership, committee assignments, and, through the minutes, the fact of elevation to any, office or position of responsibility within the Corporation. The Secretary shall give, or cause to be given, all notices required, including notice of the Annual Meeting and notice of any special meetings, whether of the membership-at-large or of the Board of Directors. The correspondence of the Corporation shall be conducted by the Secretary, but only as authorized by the Board or the members properly assembled.

The Treasurer shall have the care and custody of all the funds, securities and financial records of the Corporation and shall deposit funds in the name of the Corporation in such bank or trust company as the Directors may select. The Treasurer shall sign all checks, drafts and orders for payment of money, which shall be duly authorized by the Board of Directors and each of which must be countersigned by the President or Vice President; except in the absence or incapacity of the treasurer, properly authorized checks in payment of current legitimate obligations of the corporation may be issued and signed by any 2 of the authorized directors upon approval of all of the current directors. It shall be the duty of the treasurer to notify each member of dues or other financial obligations as these may become due or payable, and, if the dues of a member shall be in arrears for such length of time as to result in termination of a membership, to serve notice by mail or e-mail at least ten days before the member must be automatically removed from the active list. A detailed account of the financial condition of the club shall be rendered to the membership at each Annual Meeting, prior to which the accounts of the Treasurer shall be submitted to the Board of Directors for audit and approval, and the results of that audit shall be included in the annual report of the President.

## ARTICLE VII

### MEETING OF MEMBERS

The Annual Meeting of the Corporation shall be held on the first Wednesday in October

A regular meeting shall be held on the first Wednesday of January, April, and July.

At such time and place as shall be designated by the President, but if no time or place is otherwise designated, then at the Elmira/Corning Regional Airport in the Town of Horseheads, NY at the hour of 6:30 PM.

Special meetings may be called by the President, or, if there shall be presented to the Secretary a written petition subscribed to by not less than five members in good standing, the President shall then call such a special meeting upon notice from the Secretary not later than two weeks from the request.

At any meeting, whether Annual, regular, or special the presence of 50% of the active members in good standing, exclusive of the presiding officer, shall constitute a quorum for the transacting of business.

## ARTICLE VIII

### COMITTEES

All committees, whether standing or special, shall be appointed by the President.

Standing committees shall include a Safety & Operations committee which shall be annually appointed and may consist of as many members as the President may appoint. (A committee may consist of a single officer). The Safety & Operations Committee shall be charged with setting in place policies for the safe and financially sound operation of the Corporation's aircraft, advising the board on prudent rate and fee structure(s), and for arranging maintenance including the annual inspection or any maintenance as determined necessary by any member or pilot in command.

A nominating committee shall be appointed at the July meeting in each year from among the members-at-large but shall consist of at least one member of the Board of Directors. It shall be the duty of such nominating committee to propose and present to the membership-at-large at the October Annual Meeting, recommendations for each expiring Directorship, including any position which may have been vacated during the current year and filled by action of the Board of Directors. Such nominations, however, shall not preclude nominations from the floor at the Annual Meeting. Ballots shall be prepared to allow additional nominations from the general membership.

## ARTICLE IX

### DUTIES OF MEMBERSHIP

Assessments or other charges levied from time to time by the Board of Directors shall be payable as the Board of Directors may determine. Operating fees or hourly rates for use of individual aircraft may be assessed as determined by changing conditions to meet the fiscal and fiduciary obligations of the corporation; except that at such time as the directors or S & O committee determine a change in hourly rate, any member's paid-up unused block time shall not be assessed a surcharge greater than 10% on the unused portion. In no case shall any assessed surcharge on unused block time exceed the general increase.

All members shall comply with the rules of operation. Individual members are solely responsible for the inspection and safe operation of any aircraft under their use. They shall abide first by all applicable FAA regulations, as well as all regulations, policies and limitations set forth in the operating procedures of the Corporation. In no case does any policy, regulation or limitation of the Corporation relieve a member of their sole personal and legal responsibilities as a pilot.

All active members who act as pilot in command shall have adequate renter's insurance as spelled out in the operating procedures.

In keeping with the purposes of the corporation set forth here and in the articles of incorporation, all members are required to be fully active in the corporation, to take part in and volunteer as needed for offices, committees, and activities to promote, maintain and benefit the corporation. Activism for aviation and the corporation is a required component of members' duties.

## ARTICLE X

### DISCIPLINE

A member may be suspended or expelled upon charges preferred, in writing, and presented at any meeting of the Chapter. Such charges shall be acted upon either at the next regular meeting of the Club, or at a special meeting convened for the purpose. If it shall be necessary to suspend or expel a member, there must be an affirmative vote by the majority of members present, but no vote shall be taken until the allegedly offending member shall have been given an opportunity to appear and present a defense. Any questions of irregularity shall be referred to the Board of Directors, whose decision shall be final.

Suspension of membership, removal of privileges, or expulsion, shall be for such reasons or offenses as the membership shall, from time to time, provide, but it shall be mandatory that any member be expelled for any action or activity which is, or might be, detrimental to the Corporation or its membership, or in derogation of any of its stated purposes as well as malfeasance in elective office, or violation of any trust.

## ARTICLE XI

### AMENDMENTS

Any amendments to these by-laws shall be proposed at a regularly scheduled meeting. The proposal may be presented in writing by any member in good standing, and after being read, shall be referred to a special committee for study, or, at the option of the presiding officer, shall be

referred to the Board of Directors. The said committee, or the Board of Directors, as the case may be, shall study each proposal and render a report thereon at the next regularly scheduled meeting, and the amendment shall be voted upon at the next succeeding regular meeting, and may be adopted by a favorable two-thirds vote of the members present. For purposes of this paragraph, an Annual meeting shall be considered a regular meeting at which the amendment may be proposed, reported on, or voted on.

ARTICLE XII

CONDUCT OF MEETINGS

The meetings of this Corporation shall be governed by Roberts Rules of Order on all points not specified by these by-law's.

The Certificate of Incorporation, granted by the State of New York, and these By-Laws, together with any amendments hereafter enacted, shall constitute and establish the organization of this Not-For-Profit Corporation and shall govern the relations of the members to the Corporation and to each other. In cases of conflict, the provisions of the Certificate of Incorporation shall govern, and the whole shall be subject to the laws and statutes of the State of New York and of the United States of America.

I certify that these By-Laws were duly adopted by the members assembled at the Organizational meeting held at Horseheads, New York, County of Chemung on this 10<sup>th</sup> day of July 2006

Signed:



Handwritten signatures of Bruce Adams and Stephen M. Thomas, enclosed in a large, sweeping handwritten flourish.

AMENDED:

Date: \_\_\_\_\_

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