

EXPERIMENTAL AIRCRAFT ASSOCIATION CHAPTER 1593, INCORPORATED BYLAWS

ARTICLE I – NAME AND LOCATION

Section 1. **Name.** The name of this corporation is “EAA Chapter 1593, Inc.

Section 2. **Location.** The principal office for the transaction of business of the Corporation is located in the State of California. The Board of Directors may at any time or from time to time change the location of the principal office within the State of California.

ARTICLE II – PURPOSE

Section 1. **Purpose.** The purpose of this Chapter is to promote, encourage, and facilitate:

- An atmosphere where all are welcome to join in and become a part of recreational aviation;
- An environment that celebrates and nurtures the participation of families and the spirit of volunteerism within the world of recreational aviation;
- An environment that fosters safety and high standards in the design, construction, restoration, and operation of all types of recreational aircraft;
- Recreational aviation activities that provide educational opportunities;
- 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;
- The mission, vision, goals, and objectives of the Experimental Aircraft Association, Incorporated (EAA) through programs and services within the Chapter family;
- Training classes, seminars, panel discussions, and other activities designed to achieve aviation education and aviation safety; and
- Membership in the EAA.

ARTICLE III – MEMBERSHIP

Section 1. **Eligibility.** Eligibility for membership in the Chapter is open to any person who has an interest in recreational aviation, subject to the classifications of membership provided in this Article III.

Section 2. Classifications. There are six (6) types of Chapter Memberships described in the following paragraphs:

a) Regular Chapter Membership

1. Any person who pays Chapter dues.
2. Is a member in good standing of the EAA

b) Family Chapter Membership

1. Family membership includes spouse and children under the age of 19 years.
2. Pay the appropriate Chapter Membership dues.
3. Are Family Members of the EAA

c) Student Chapter Membership

1. Any person under the age of 19 years who holds a Student Membership of the EAA.
2. Youth Chapter Members are exempt from annual Chapter dues.
3. Youth Chapter Members cannot hold any Chapter elected or appointed office and do not have voting privileges.

d) Honorary/Complimentary Membership

1. Any person to whom the Chapter Board of Directors wishes to extend an Honorary Complimentary Membership.
2. May be given to a person in recognition or appreciation of the support that person has provided to the Chapter.
3. Eligible to participate in all Chapter activities, except 4 and 5 of this section.
4. May not hold any elected or appointed Chapter Office or Position.
5. They are not entitled to any voting privileges within the Chapter.

e) Special Chapter Membership

1. 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 Officer, Chapter Board of Directors, or Chapter Membership wishes to extend a Chapter Membership.
2. The Chapter Office of 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.

f) Life Chapter Membership

1. May be bestowed on an individual Chapter Member at the discretion of the Chapter Board of Directors.
2. Must be a member in good standing of the EAA.
3. May hold any Chapter Office and have full voting privileges within the Chapter
4. Life Chapter Members are exempt from annual Chapter dues.
5. Any member who is 70 years or older and has been a Chapter Member for the past 10 years is automatically eligible for life membership, subject to approval of the Board of Directors.

g) Duration of Chapter Membership

1. Duration of Regular and Family Chapter Membership shall be one (1) calendar year.
2. Youth Chapter Membership is continuous until the Member reaches 19 years of age.
3. Honorary/Complimentary Chapter Memberships or Special Chapter Memberships may be extended or continued beyond one (1) year at the discretion of the Chapter Board of Directors.
4. Life Chapter Membership is continuous for the life of the Chapter Member. Life Chapter Membership is not transferable to another person.
5. All Chapter Members with voting privileges in the Chapter must maintain a current Membership in the EAA.

h) Voting Privileges of Chapter Membership

1. Voting privileges within the Chapter shall be limited to Regular Chapter Members, Family Chapter Members (excluding children under 19 years of age), Special Chapter Members, and Life Chapter Members.
2. Honorary/Complimentary Chapter Members and Youth Chapter Members shall not have voting privileges with the Chapter.

i) 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 neglect or reckless deed or action, harms or jeopardizes the reputation or assets of this Chapter or EAA, may be removed from Chapter Membership by a majority vote of eligible members at any regular or special Chapter Membership Meeting.
2. Any Chapter Member who fails to keep their Chapter Membership dues current shall be considered removed from Chapter Membership.

j) Resignation of Membership

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

ARTICLE IV – MEMBERSHIP DUES AND ASSESSMENTS

Section 1. Membership Dues and Assessments: The Officers and Board of Directors, with the concurrence of the membership, will determine appropriate dues and assessments.

1. The rate of dues or the amount of assessment shall be voted on and agreed to by the Chapter membership at any regular or Special Membership Meeting.
2. The proposed dues or assessment must be passed by a majority vote of eligible Chapter Members in attendance.
3. Dues and assessments shall be paid to the Treasurer, or any person designated by the Treasurer. 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 Board of Directors, with the majority concurrence of the Chapter membership.
4. Dues and assessments shall be wholly earned and shall not be pro-rated in the event of expulsion or resignation.
5. Honorary Members shall not be required to pay any dues or assessments.
6. Life Chapter Members, while not required to pay dues, may be required to pay assessments.

ARTICLE V – MEETING OF MEMBERS

Section 1. General Meetings.

1. All meetings of the Chapter Members shall be held at a place to be determined by the Chapter Board of Directors.
2. Notice of any regular Chapter meeting of the Chapter Members shall be given before any such meeting by notice published in a Chapter publication, such as a Chapter newsletter, by phone, or by email.
3. Special Chapter Membership Meetings may be held at such time and place as the Chapter President may determine. Special meetings may also be called by a two-thirds (2/3) majority of the Chapter Board of Directors.
4. 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 regular meetings, or by special letter.
5. A quorum is required to conduct any Chapter business at any Chapter Membership Meeting. A quorum shall consist of at least 5 Current Members of which a minimum of 3 will be Officers. If the Chapter has combined the Secretary and Treasurer positions into one, a quorum shall then consist of at least 5 Current Members of which a minimum of 2 will be Officers.
6. 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.

7. 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.
8. 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. 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.
9. A two-thirds (2/3) vote of the Members voting either in person or by proxy shall be required to veto any action of the Board of Directors.

Section 2. Annual Meeting. The Annual Meeting of this Chapter shall be held concurrent with the regularly scheduled January General Member Meeting.

ARTICLE VI – CHAPTER OFFICERS

1. The Chapter Officers shall be Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer, or a combination of Chapter Secretary and Chapter Treasurer.
2. The term of office for all Chapter Officers shall be two (2) years; however, they shall hold office until their successors are elected and qualified.
3. The Chapter Officers shall be elected at the regularly scheduled November membership meeting. Installation of Chapter Officers shall be at the December Chapter Membership Meeting following their election, but no later than January 1 following their election.
4. The Chapter Treasurer or any other officer may be bonded at the discretion of the Board of Directors and premiums shall be paid by the Chapter.

ARTICLE VII – DUTIES OF THE CHAPTER OFFICER

Section 1. Duties of the Chapter Officers. The following duties shall be performed by the Chapter Officers:

a) Chapter President

1. The Chapter President shall be the Chief Executive Officer of the Chapter and Chairperson of the Chapter Board of Directors.
2. The Chapter President shall have, subject to the advice, direction, and control of the Chapter Board of Directors, general charge of the Chapter business.

3. The Chapter President shall jointly execute with the Chapter Secretary all contracts and instruments which have first been approved by the Chapter Board of Directors.
4. The Chapter President may call any Special Meeting of the Members of the Chapter Board of Directors and/or general Chapter Membership.
5. The Chapter President shall be a member, ex-officio, of all committees except the Nominating Committee.
6. The Chapter President may execute checks for expenditures authorized by the Chapter Board of Directors in the absence or disability of the Chapter Treasurer.

b) Chapter Vice President

1. The Chapter Vice President 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.
2. The Chapter Vice President shall also perform such duties connected with the operations of the Chapter at the suggestion or direction of the Chapter President.
3. The Chapter Vice President shall 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, written or oral.

c) Chapter Secretary

1. The Chapter Secretary shall have the responsibility to take and publish minutes of all meetings.
2. The Chapter Secretary is responsible for publishing notices of all regularly scheduled Membership and Chapter Board of Directors Meetings, in addition to Special Membership and Special Board of Directors Meetings.
3. The Chapter Secretary shall be responsible for maintaining the currency and security of the original copies of the Chapter By-Laws, 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.
4. The Chapter Secretary shall jointly execute, along with the Chapter President, all contracts and instruments that have been first approved by the Chapter Board of Directors.
5. The Chapter Secretary 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.

d) Chapter Treasurer

1. The Chapter Treasurer shall execute all checks authorized by the Chapter Board of Directors.
2. The Chapter Treasurer shall receive and deposit all funds in a financial institution recognized by the Federal Deposit Insurance Corporation (FEDIC), and approved by the Chapter Board of Directors.
3. The Chapter Treasurer shall account for all receipts, disbursements, and the balance of funds on hand.
4. The Chapter Treasurer shall make a monthly financial condition report to the Chapter Board of Directors. This report shall be posted at each General Membership Meeting for members to view.
5. The Chapter Treasurer shall be responsible for the accurate maintenance of all insurance records, including the proper application, finding, and premium payment for all necessary insurance required by the Experimental Aircraft Association.

Section 2. Additional Duties. The Chapter Officers may, from time to time, be called upon to perform additional duties, they may also, at their discretion, and in conjunction with direction from the Chapter Board of Directors, perform additional duties for the betterment, improvement, and well being of the Chapter.

ARTICLE VIII – CHAPTER BOARD OF DIRECTORS

Section 1. Class of Directors. The Chapter Board of Directors shall consist of the following:

a) Class I Director

1. Class I Directors shall consist of the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer.

b) Class II Directors

1. Class II Directors shall be three (3) to nine (9) additional members elected to the position of Class II Director

Section 2. Term, Duties, and Responsibilities of the Chapter Board of Directors

1. The term of office for the Chapter Board of Directors shall be two (2) years and run concurrent with their position as Chapter Officers. However, they shall hold office until their successors are elected and qualified.
2. The Chapter President shall preside over the Chapter Board of Directors as it's Chairperson.
3. 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.

4. Meetings of the Board of Directors may be called at any time by the President or by two-thirds (2/3) majority of the Board of Directors.
5. Notice of Meetings of the Board of Directors, stating the location, time, and purpose of the meeting shall be emailed or personally given to each member of the Board of Directors at least 48 hours prior to the time of the meeting. If all members of the Board of Directors are present at a meeting, any business of the organization may be transacted without previous notice of the meeting.
6. A simple one-half (1/2) majority of the Board of Directors shall constitute a quorum of the Board of Directors, one of which must be a Class 1 Director.
7. Each member of the Board of Directors shall serve as a Board Member without compensation.
8. The 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.

ARTICLE IX – VACANCIES

(Related to President, Vice President, Secretary, Treasurer)

If the office of President, Vice President, Secretary, or Treasurer becomes vacant for any reason, the 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 Board of Directors, holds a special election to fill the vacancy(s).

ARTICLE X – ELECTIONS

Section 1. Nominating Committee.

1. The President shall appoint a Nominating Committee made up of at least three (3) regular members. The appointment of the Nominating Committee shall take place no later the September Membership Meeting.
2. The Nominating Committee shall canvas the current 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 make themselves available to the regular members who may be interested in running for an elected position.
3. The Nominating Committee shall present a slate of nominees at the October Membership Meeting. In addition, open nominations will be accepted from the members during the October Membership Meeting.

Section 2. Elections.

1. Election of officers and directors will take place at the November Membership Meeting. Voting shall be done by written ballot and three (3) members appointed by the Board of Directors shall monitor the election, count the votes, and announce the results to the members present.

2. Only regular Chapter Members can vote.
3. If deemed appropriate by the Board of Directors, the Secretary shall be responsible for the development and implementation of a process that will offer absent voting members the opportunity to vote by proxy. Such process shall be approved by the Chapter Board of Directors.
4. All newly elected Chapter Officers and Chapter Board of Directors shall assume their responsibilities at the conclusion of the December Chapter Membership Meeting but no later than January 1.

ARTICLE XI – TRANSITION OF LEADERSHIP

1. The membership recognizes the importance of a smooth transition of leadership. Therefore, subsequent to the election of officers and directors, the incumbent and newly elected officers and directors shall organize and hold a transition meeting wherein all Chapter records and information will be passed on to the newly elected officers and directors.
2. During the transition meeting, the newly elected officers and directors shall review the bylaws, goals, mission, and vision statements to ensure they are clearly known and understood.
3. The newly elected officers and directors shall review the Articles of Incorporation, tax status, and other government obligations to ensure that the Chapter is properly incorporated.
4. The newly elected officers and directors shall review and submit to EAA the Chapter Status Report and ensure that all proper notifications have been forwarded to the EAA Chapter Offices as prescribed.
5. The newly elected officers and directors shall review the insurance policies and ensure that all requirements specified by the EAA have been arranged through the appropriate programs of the Experimental Aircraft Association.

ARTICLE XII – FINANCIAL REPORTS AND AUDITS

Section 1. Financial Reports. The 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.

Section 2. Audits. The Board of Directors, under the direction of the Vice President, shall arrange annually to the financial records and practices of the Chapter verified. The Chapter Board of Directors shall make available a copy of the written report to the Chapter Membership. The

Chapter board of Directors will review any recommendations for changes in bookkeeping procedures and shall take appropriate steps to implement any reasonable recommendations.

ARTICLE XIII – COMMITTEES

Section 1. Committees. The Chapter Board of Directors may establish committees, as it deems necessary. Any committees established by the Board of Directors shall be responsible for reporting their activities directly to the Chapter Board of Directors. Each committee must be chaired by a member of the Board of Directors.

Section 2. Standing Committees. The following are Standing Committees of the Chapter:

a) Nominating Committee

1. The Nominating Committee is appointed by the Chapter President and approved by the Chapter Board of Directors.
2. The Committee shall consist of three (3) to five (5) Chapter Members
3. The purpose of the Committee is to conduct the annual process of recruiting nominees for the various elected position within the Chapter and report these nominations to the Membership of the Chapter.

b) Membership Committee

1. The Membership Chairman is appointed by the Chapter Board of Directors.
2. The purpose of this position is to keep accurate records on the current Membership of the Chapter through a detailed Chapter Membership Roster and to verify that each member is current with the Chapter and National.
3. The Chapter Membership Chairman shall also look for ways to retain existing EAA and Chapter members.
4. The Chapter Membership Chairman shall look for opportunities to recruit new EAA and Chapter members.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. Conflict of Interest. No Member of the Board of Directors of the Chapter or Chairperson of any Committee shall make, participate in making, or in any way use their official position to influence a Chapter decision in which he/she knows or has reason to know he/she has a financial interest. Further, any Board of Director of the Chapter or Chairperson of a Committee shall avoid by act or omission any appearance of conflict of interest, or any action prohibited under California State Statue 1090.

ARTICLE X – USE OF ELECTRONIC COMMUNICATION

Section 1. Use of Electronic Communication. Unless otherwise prohibited by law:

1. Any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and
2. Any action or approval required to be written may be transmitted or received by electronic mail or other electronic means.

ARTICLE XI – DISPUTE RESOLUTION

1. The current edition of The Standard Code of Parliamentary Procedure governs this Chapter in all parliamentary situations that are not provided for in the law or in its Bylaws or adopted rules.
2. In the event a dispute arises within the Chapter that cannot be handled with the procedures outlined in this Article, a written petition, endorsed by a quorum of Chapter Members, may request intervention by the Chapter Office Staff of the EAA concerning a dispute within the Chapter.
3. The Chapter Membership will cooperate completely and fully with the Chapter Office Staff of the EAA in the resolution process.
4. In the event a dispute occurs within the Chapter, and it cannot be resolved with assistance of the Chapter Office Staff of the EAA, and it is determined by the Chapter Office Staff of the EAA, to be at an impasse, the Chapter agrees and acknowledges the authority and responsibility of the EAA to remove the Chapter Charter.
5. If the Chapter Charter is removed, the Chapter will have no further recognition or affiliation with the EAA.

ARTICLE XII – AMENDMENTS

1. The Bylaws of the Chapter may be amended or new Bylaws adopted at any regular Chapter meeting of the Chapter Members called for that purpose.
2. Amended or new Bylaws must be passed by a two-thirds (2/3) vote of the Chapter Members eligible to vote and present at such meeting in person or by proxy.

ARTICLE XIII – DISSOLUTION

1. The Chapter may be dissolved by a two-thirds (2/3) vote of the voting Chapter Members either in person or by proxy.
2. 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.
3. The Chapter Board of Directors is responsible for the disposition of all Chapter materials and assets that shall be donated to another nonprofit organization, that is organized under IRC 501c(3).

ARTICLE XIV – OTHER PROVISIONS

Section 1. Fiscal Year. The Fiscal Year of the Chapter shall be from January 1 through December 31 of each year.

Section 2. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws.

Section 3. Annual Statement of General Information. As and when required by Section 6210 of the California Nonprofit Corporation Law, the Corporation shall file, with the Secretary of State of the state of California, on the prescribed form, a statement setting forth the authorized number of Directors, the names and complete business or residence addresses of all incumbent Directors, the names and complete business or residence addresses of the President, Secretary, and Treasurer, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.

ARTICLE XV – CHAPTER CHARTER AUTHORIZATION

1. The Chapter accepts and acknowledges that the Chapter has been granted a conditional Charter under the authority of the EAA.
2. 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 EAA.
3. In the event that the EAA withdraws the conditional Charter of the Chapter, the Chapter agrees to cease using any reference whatsoever to itself as a Charter Chapter of the EAA.

CERTIFICATE OF ADOPTION OF BYLAWS

Acknowledgement and Acceptance on behalf of:

EXPERIMENTAL AIRCRAFT ASSOCIATION CHAPTER 1593, INCORPORATED

The foregoing Bylaws, comprising Twelve (12) pages, constitute the Bylaws of said Chapter as adopted at a meeting of the Board of Directors.

Chapter President's Signature: /s/ Dallan Reese Date: 9/8/2017

Chapter Vice President's Signature: /s/ Les Sanders Date: 9/8/2017

Chapter Secretary's Signature: /s/ Mary A. Hansen Date: 9/8/2017

Chapter Treasurer's Signature: /s/ Mary A. Hansen Date: 9/8/2017

BYLAW AMENDMENTS:

Amended 2/2/2019, page 4, Article V, Meetings of Members, Section 1, Item 5.