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BOOK 9099 PAGE 504

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STATE OF TENNESSEE CHARTER OF EAA CHAPTER 162, INC.

1590-001 - undersigned person under the Tennessee Non-profit Corporation Act adopts the following Charter for the above-listed EAA Chapter 162, Inc.:

## SECRETARY OF STATE

1. The name of the corporation is EAA Chapter 162, Inc.
2. The corporation is a mutual benefit corporation.
3. (a) The address of the corporation's initial registered office is 2000 First Union Tower, 150 Fourth Avenue North, Nashville, Tennessee 37219-2425.  
  
(b) The name of the initial registered agent, to be located at the address listed in 4(a), is John A. Beam, III.
4. The name and complete address of the incorporator is: John A. Beam, III, 2000 First Union Tower, 150 Fourth Avenue North, Nashville, Tennessee 37219-2425.
5. The complete address of the corporation's principal office is: 2000 First Union Tower, 150 Fourth Avenue North, Nashville, Tennessee 37219-2425.
6. The corporation is a non-profit corporation.
7. The corporation will have members.
8. The corporation may be dissolved by a resolution adopted by vote of a majority of the directors then in office. Thereafter, all of the proper debts, obligations and liabilities of the corporation shall be paid, satisfied, discharged or adequate provisions shall be made therefor, and any remaining assets shall be transferred to organizations selected by the board of directors which shall then be recognized by the Internal Revenue Code as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and as not being private foundations within the meaning of Section 509(a) of the Internal Revenue Code.
9. The corporation is organized and shall be operated exclusively for charitable and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
10. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, employees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

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rendered and to make payments and distributions in furtherance of the purposes set forth.

11. The corporation shall not attempt to influence legislation, other than through grass roots lobbying.

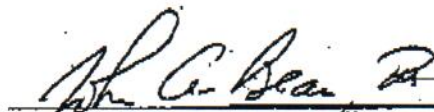
12. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

13. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code.

14. The corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

15. The corporation shall not engage in any other activity which would cause the corporation to become not exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Dated this 1<sup>st</sup> day of October, 1993.

  
John A. Beam, III, Incorporator

**EAA CHAPTER 162, INC.**

**AMENDED AND RESTATED BY-LAWS**

WHEREAS, a need to update the By-Laws of this Chapter, bringing same current, is deemed necessary.

THEREFORE, it is hereby RESOLVED that the following By-Laws shall amend, restate and replace, in its entirety, the existing By-Laws of this Chapter, and so as amended and restated, these new By-Laws shall become effective as of this 1<sup>st</sup> day of November, 1987.

ARTICLE 1. NAME: The name of this organization is EAA Chapter #162, Inc., a not-for-profit corporation organized under the laws of the State of Tennessee (referred to herein as the "Chapter").

ARTICLE 2. OFFICE: The office for the transaction of business shall be established each year by the Board of Directors and shall be announced to the general membership and noted in the newsletter of the Chapter no later than the February meeting of each year.

2.2 The mailing address for general correspondence shall also be established by said Board annually and published with the business address as set forth in Paragraph No. 2.1 of this Article.



**ARTICLE 3. CORPORATE PURPOSE.** 3.1 The general purposes for which this not-for-profit corporation has been established include the following:

- (a) To promote and encourage the sport and hobby of recreational aviation;
- (b) To cooperate with and assist governmental agencies in the development of programs relating to aviation activities;
- (c) To promote and encourage aviation safety in the design, construction and operation of all types of aircraft;
- (d) To encourage and engage in research for the improvement and better understanding of aviation and the science of aeronautics;
- (e) To foster, promote and engage in aviation education;
- (f) To promote and encourage grass roots efforts relating to aviation research and development.

3.2 It is intended that this organization shall be qualified as a Section 501 (3) corporation pursuant to the Internal Revenue Code of 1986 (hereinafter the "IRC") or as same may be amended from time to time.

**ARTICLE 4. MEMBERSHIP:** 4.1 (a) Any person who is (i) of good moral character; and (ii) a member of the Experimental Aircraft Association, Inc., or its subgroups, and such person's spouse and dependents, is eligible for membership in Chapter #162.

(b) Any eligible person desiring to become a member must notify the Chapter in the manner prescribed by the Board of Directors which shall include the payment of Chapter dues and the presentation to the Board of sufficient evidence that such person is a member in good

standing of the Experimental Aircraft Association, Inc., or its subgroups (such member in good standing is hereinafter referred to as "Member").

(c) The Board of Directors may, from time to time, appoint an honorary member or members.

4.2 (a) A voting member shall be any Member of this Chapter in good standing as of the date such vote is taken.

(b) Family members shall be the spouse and dependents of a Member's household.

(c) Honorary members shall not be entitled to vote, nor shall they hold office in this corporation; provided, however, honorary members who are also Members in good standing shall be entitled to all rights and privileges accorded such membership.

4.3 (a) The duration of each membership shall be dependent upon continued fulfillment of those requirements which qualified the individual for original membership.

(b) The duration of honorary membership shall be for one (1) year following such appointment by the Board of Directors. Renewal of an honorary membership shall require the same Board action as for the original selection.

4.4 (a) Any Member deemed undesirable by act(s) or deed(s) which is considered to jeopardize this organization, or its not-for-profit corporate or IRC 501 (3) status, if so qualified, may be expelled from membership at any published meeting by a three-fourths (¾) majority vote

of the Members present at such meeting constituting a quorum pursuant to Article 8, Paragraph No. 8.2(a), as hereinafter set forth.

(b) Membership in the Chapter may be terminated for non-payment of Chapter dues at any time after the Member falls ninety (90) days behind in payment of said dues. Termination of the membership of any Member shall not release said Member from the obligation to pay all dues owing to the end of the period of the membership.

(c) The President, Vice President, Secretary, Treasurer and such other officers deemed necessary by the Board of Directors shall be elected at the regularly scheduled October meeting of each odd numbered year and installation of such Officers shall be at the regularly scheduled December meeting following such election meeting.

ARTICLE 5. DUES: 5.1 (a) The rate of assessment of dues shall be determined annually by the Board of Directors.

(b) All payments of dues shall be made to the Chapter Treasurer.

5.2 (a) Dues shall be paid on or before the earlier of (i) the January regular meeting of each year, or (ii) January 31 of such year. The period covered by such dues shall be from January 1 through December 31.

(b) New Members joining the Chapter at any time other than during the month of January shall be assessed dues prorated as of the month such new Member joins the Chapter.

(c) Honorary members shall not be subject to the payment of Chapter dues for each year such member is selected.

**ARTICLE 6. OFFICERS:** 6.1 (a) The Officers of this Corporation shall be at least a President, Vice President, Secretary or Treasurer, and such other officers as the Board of Directors may, from time to time, deem necessary. Any two (2) or more such offices may be held by the same person, except the offices of President and Secretary.

(b) The term of each such office shall be no more than two (2) years from date of installation. No officer shall hold the same office or offices for more than two (2) consecutive terms.

(c) The President, Vice President, Secretary, Treasurer and such other officers deemed necessary by the Board of Directors shall be elected at the regularly scheduled October meeting of each odd numbered year and installation of such Officers shall be at the regularly scheduled December meeting following such election meeting.

6.2 The President shall be the Chief Executive Officer of the Chapter and the Chairman of the Board of Directors. The President may call any special meeting of the Board of Directors and shall have, subject to the advice and control of said Directors, general charge of the business of the Chapter. The President shall execute, with the Secretary, in the name of the Chapter, all instruments which have first been approved by the Board of Directors. In case of absence or disability on the part of the Treasurer, the President may execute checks for expenditures authorized by said Board of Directors.

6.3 The Vice President shall be vested with all the powers and shall perform the duties of the President in case of absence, disability or inability for any reason of the President to perform the duties as such President. The Vice President shall also perform such duties

connected with the operation of the Chapter as suggested by the President or the Board of Directors.

6.4 (a) The Secretary shall have the responsibility to take and publish minutes of all meetings of the Members and of the Board of Directors. The Secretary shall attend to the giving and serving of notices of all meetings of the Chapter business. The Secretary shall keep a proper and complete (i) membership book showing, at a minimum, the names and addresses of each of the Members of the Chapter; (ii) corporate notebook containing the Articles of Incorporation, the By-Laws, the minutes of the meetings of the Members and of the Board of Directors; (iii) such other corporate records, contracts and instruments required or requested to be kept to ensure the status of the organization as being not-for-profit and in full compliance with all applicable laws and governmental ordinances; and (iv) other books or records as necessary for the successful operation of the Chapter.

(b) The Secretary shall execute, with the President, in the name of the Chapter, all instruments which have first been approved by the Board of Directors.

(c) The Secretary shall perform all other duties incident to said office at the direction of and subject to the control of the President and the Board of Directors

6.5 (a) The Treasurer shall execute, with the President unless otherwise so authorized by the Board of Directors, in the name of the Chapter, all checks or other instruments required for expenditures authorized by said Board of Directors. The Treasurer shall receive and deposit all funds of the Chapter in a bank approved by the Board of Directors, said funds to be paid out by check or other writing only as so authorized above. The Treasurer shall require



invoices or statements for all expenditures to be paid out of Chapter funds and shall keep complete and accurate accounts for all receipts, disbursements and balance of funds on hand. Such other documents and instruments shall be kept by the Treasurer as necessary in order to ensure that the Chapter remains in compliance with IRC Section 501 (C) (3), if so qualified.

(b) The Treasurer shall perform all other duties incident to said office at the direction of and subject to the control of the President and the Board of Directors.

**ARTICLE 7. DIRECTORS:** 7.1 (a) The powers, business affairs and the property of the Chapter, shall be exercised, conducted and controlled by, or under the direction of, a Board of Directors consisting of not less than nine (9) Members nor more than twenty-one (21) Members.

(b) The Board of Directors shall be composed of (i) the current President, current Vice President, current Secretary, current Treasurer, and immediate past President; and (ii) such additional Directors as are elected by the Members pursuant to recommendation(s) submitted by a Nomination Committee chaired by the immediate past President and nominees from the floor.

(c) The current President, as Chairman, shall preside over the Board of Directors.

(d) In the event of a vacancy requiring the appointment of an additional Director, the current President shall appoint a replacement, subject to the approval of the Board of Directors, such replacement to serve for the unexpired term of his or her replacement.

7.2 (a) Meetings shall be called (i) at any time upon the order of the Chairman of the Board; or (ii) on the order of at least any two (2) Directors.

(b) Notice of special meetings of the Board of Directors stating the date, time, place and, in general terms, the purpose(s) of the meeting shall be mailed or personally given (by telephone or otherwise) at least forty-eight (48) hours prior to the time appointed for said meeting. If all the Directors are in attendance at a meeting, any business may be transacted without previous notice.

(c) A majority of the entire Board of Directors shall constitute a quorum except when a vacancy or vacancies prevent such majority, whereupon a majority of the Directors in office shall constitute a quorum; provided, however, that such majority shall constitute at least one-third ( $\frac{1}{3}$ ) of the entire Board of Directors. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be necessary to pass any resolution or authorize any act of the Chapter. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

(d) Any Director, or Member of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, by means of a conference telephone or similar communications equipment whereby all persons participating can hear each other, and such Director's or Member's participation in such a meeting pursuant to this subsection shall be deemed a presence in person at such meeting. The Directors shall be promptly furnished a copy of the Minutes of the Board of Directors' meetings by the Secretary.

7.3 (a) The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of the Chapter property and to do and perform, or cause to be done and performed, any and every act which the Chapter may lawfully do and perform.

(b) Each Member of the Board of Directors shall serve without compensation.

**ARTICLE 8. MEMBERSHIP MEETINGS:** 8.1 (a) All regular meetings of the Members, except as otherwise provided herein, shall be held at a date, time and place to be determined by the President.

(b) Notice of any annual meeting of the Members shall be given by notice published in a recognized publication of the Chapter at least one (1) month before such meeting.

(c) Special meetings, including any meeting wherein an election is to be held or votes taken on any matter, of the Members may be held at such date, time and place as (i) the President may determine; or (ii) as may be determined by any two (2) Directors of the Board of Directors.

(d) Notice of such special meetings of Members, stating the date, time, place, and in general terms, the purpose(s) thereof, shall be given by notice in a recognized publication of the Chapter or by personal notice to the Members at least one (1) month prior to such meeting.

8.2 (a) At any meeting of the Members, including annual or special meetings, a quorum shall consist of at least one-third ( $\frac{1}{3}$ ) of the Members, including Officers and Members that are also Directors. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the

absence of a quorum.

(b) The President, or in the President's absence, the Vice President, or in the absence of both the President and the Vice President, a Chairman elected by the Members present, shall call the meeting of the Members to order and shall act as the presiding officer.

8.3 (a) At every meeting of the Members, each voting Member present at such meeting shall have only one (1) vote for each issue.

(b) The affirmative vote of a majority of the Members present constituting a quorum shall be necessary to pass any resolution.

ARTICLE 9. VACANCIES: 9.1 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 office for the unexpired term of his or her predecessor.

9.2 In the event of a vacancy requiring the appointment of an additional Officer, the current President shall appoint a replacement, subject to the approval of the Board of Directors, such replacement to serve for the unexpired term of his or her replacement.

9.3 An Officer or Director may resign at any time by delivering notice to the Secretary or any other Officer of the Chapter. Such resignation is effective when the notice is delivered unless the notice specified a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

**ARTICLE 10. ELECTIONS:** 10.1 (a) A Nominating Committee consisting of at least three (3) Chapter Members at large and chaired by the immediate past President shall be formed at the regular August meeting of each election year for the purpose of electing both Officers and Directors.

(b) Selections of the Nominating Committee consisting of at least three (3) Chapter Members at large and chaired by the immediate past President shall be formed at the regular August meeting of each election year for the purpose of electing both Officers and Directors.

10.2 The election of Officers shall be accomplished at the regular October meeting of each election year.

10.3 Election to each office shall require a majority vote of the quorum of Members present at said meeting.

**ARTICLE 11. AMENDMENT OF BY-LAWS AND CHARTER:** These By-Laws and the Charter of this Corporation may be repealed, amended or restated, or new By-Laws or Charter may be adopted at any annual or special meeting of the Membership called for that purpose by a majority vote of those Members, including both Directors and Officers, present constituting a quorum at such meeting.

**ARTICLE 12. SEAL:** The Chapter may, or may not, have a corporate seal, which shall be at the discretion of the Board of Directors.

**ARTICLE 13. DISSOLUTION:** Should the Chapter become inactive or disband, all Chapter records, certificates of incorporation and dissolution, the Charter and other corporate records necessary to effect such dissolution shall be delivered to the Experimental Aircraft Association, Inc., in Oshkosh, Wisconsin, for safekeeping. The assets of the Chapter shall also be transferred to the Experimental Aircraft Association Aviation Foundation, a non-profit corporation pursuant to Federal Internal Revenue Code statutes and the laws of the State of Wisconsin.

**ARTICLE 14. LIABILITY:** 14.1 This Chapter, its Officers and Directors, shall not be liable, personally or as a Corporation, for any activities of individual Chapter Members for any reason.

14.2 Unless acting within his or her official capacity as an Officer or Director of the Experimental Aircraft Association, Inc., or any of its subgroups other than this Chapter, no Director, Officer or Member of this Chapter shall issue, publish or make any statement or take any position on any policy, regulation, rule or other matter affecting aviation or this Chapter or the Experimental Aircraft Association, Inc., without first securing the written approval of the President and Board of Directors of this Chapter. This By-Law shall not be construed as restricting in any manner a Member's individual right to take any position or make any statement the Member so desires, but it is intended to prevent any Officer, Director or Member of this Chapter from attempting to make his or her individual opinion or position the official opinion or position of this Chapter or of the Experimental Aircraft Association, Inc., or any of its subgroups, outside of any such official capacity or duty to take such position or make such statement.

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**ARTICLE 15. FISCAL YEAR:** The fiscal year of this organization shall be on a calendar year basis unless otherwise authorized by the Board of Directors.

**ARTICLE 15. FISCAL YEAR:** The fiscal year of this organization shall be on a calendar year basis unless otherwise authorized by the Board of Directors.