

EAA Leroy Castle Chapter 538 Bylaws
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EAA Leroy Castle Chapter 538 Bylaws

Article I. Chapter Name

The name of the organization is the Experimental Aircraft Association Leroy Castle Chapter 538.

Article II. Location:

Meetings and the transaction of business for the chapter will be in the Phoenix, Arizona area.

Article III. Chapter Purpose:

Experimental Aircraft Association Leroy Castle Chapter 538 is a non-profit corporation and shall operate exclusively for educational, scientific, and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Through Chapter programs and services, this Chapter will promote, encourage, and facilitate:

1. An atmosphere where all are welcome to join-in and become a part of recreational aviation.
2. An environment that fosters safety and high standards in the design, construction, restoration, and operation of all types of recreational aircraft.
3. Recreational aviation activities that provide educational opportunities.
4. 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.
5. Membership in the EAA (Experimental Aircraft Association, Incorporated) through support and promotion of its mission, vision, goals and objectives.

Article IV. Chapter Membership:

Section 1. 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. All Chapter Members with voting privileges in the Chapter must maintain a current membership with the EAA (Experimental Aircraft Association, Incorporated).

Section 2. Classifications of Chapter Membership:

There are four (4) types of Chapter Memberships. These Chapter Membership Classifications include; Regular, 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), this includes EAA Family Members.

2. Honorary/Complimentary Membership: An 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.

3. 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.

4. 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.

Section 3. Duration of Chapter Membership: The Duration of Regular, Special, Honorary/Complimentary 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 or the Chapter itself. Life Chapter Membership is not transferable to another person or Chapter.

Section 4. Voting Privileges of Chapter Membership: Voting privileges within the Chapter shall be limited to Regular Chapter Members, Special Chapter Members and Life Chapter Members. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.

Section 5. 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 present 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 Membership in the National EAA shall be considered removed from Chapter Membership.

Section 6. 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. Chapter Membership Dues and Assessments

The Chapter Officers and Chapter Board of Directors will determine appropriate dues and assessments. The rate of dues or the amount of assessment shall be voted on and agreed to by the Chapter Membership at any regular Chapter Membership Meeting or Special Chapter Membership Meeting. The proposed dues or assessment must pass by a majority vote of eligible Chapter Members present or represented by proxy. Dues and assessments shall be paid to the Chapter Treasurer, or any person they may designate. 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 Chapter Officers and Chapter Board of Directors, with the majority

concurrence of the Chapter Membership. Dues and assessments shall be considered wholly earned and shall not be pro-rated in the event of expulsion or resignation. Honorary/Complimentary Chapter Members and Special Members shall not be required to pay any dues or assessments. Life Chapter Members, while not required to pay dues, however may be required to pay assessments.

Article VI. Meeting of Members

Section 1. Meeting location and time:

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 such meeting by notice published in a Chapter publication, such as the Chapter Newsletter, mail, phone, fax, e-mail, or chapter website.

3. Notice of the Annual Meeting of the Chapter Members shall be given in the same manner as the notice required for the regular meetings at least five (5) days before the Meeting.

4. 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.

5. 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.

6. A quorum is required for any Chapter Membership Meeting; a quorum shall consist of not less than 10% of the active Chapter Members.

7. In the absence of the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer, a temporary Meeting Chairperson may be appointed by the Chapter Board of Directors and shall act as the presiding officer.

8. 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. A proxy must be written and signed by the member.

9. A simple majority of voting eligible Chapter Members present or represented by proxy shall be required for the adoption of any resolution.

Article VII Chapter Officers

The Chapter Officers shall be: President, Vice President, Secretary, and Treasurer. The office of Secretary and Treasurer may be combined.

The Chapter Officers shall be elected at the regularly scheduled November Chapter Membership Meeting and shall hold office for one (1) year, beginning January 1 of the following year and ending December 31.

Article VIII. Duties of the Chapter Officers

The following duties shall be performed by the Chapter Officers: The Chapter Officers may be called upon, or at their own discretion and in conjunction with direction from the Chapter Board of Directors, perform additional duties for the betterment, improvement, and wellbeing of the Chapter.

Section 1. The President shall:

1. Preside over the Chapter and Board of Directors Meetings.
2. Be the Chief Executive Officer and Chairperson of the Chapter Board of Directors.
3. Have, subject to the advice, direction, and control of the Chapter Board of Directors, general charge of the Chapter business.
4. Jointly execute with the Chapter Secretary or Treasurer all contracts and instruments which have first been approved by the Chapter Board of Directors.
5. Call any Special Meeting of the Members of the Chapter Board of Directors and/or general Chapter Membership.
6. Personally represent the chapter and coordinate matters with EAA local, state, regional and national committees, councils etc.

Section 2. The Vice President shall:

1. 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. Perform such duties connected with the operations of the Chapter at the suggestion or direction of the Chapter President.
3. The Chapter Vice President 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 Board of Directors can determine how they want the report to be delivered, written or oral.

Section 3 The Secretary shall:

1. Have the responsibility to take and publish minutes of all meetings including the results of all elections and voting decisions.
2. Be responsible for publishing notice of all regularly scheduled or special meetings.
3. Be responsible for maintaining the currency and security of the original copies of the Chapter Bylaws.
4. Jointly execute, along with the Chapter President, all contracts and instruments that have been first approved by the Chapter Board of Directors.
5. In cooperation with the Treasurer, provide updated status and required correspondence with EAA.
6. 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.

Section 4. The Chapter Treasurer shall:

1. Execute all checks and payments authorized by the Chapter Board of Directors. By resolution of the Chapter Board of Directors, the Chapter may require joint signatures on all checks drawn on Chapter accounts.

2. 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.

3. Keep a Chapter Membership Book, Roster or Record showing the name of each paid Chapter Member.

4. Report to the membership and account for all receipts, disbursements, and the balance of funds on hand.

5. Ensure the Chapter obtains and maintains a Federal Employer Identification Number (FEIN).

6. File non-profit Incorporation documents, tax-exemption documents, Arizona Corporation Commission annual reports, IRS annual Tax Return Form 990-N and any other documents, books, papers, and records as the Chapter Officers or Chapter Board of Directors direct.

7. Actuate maintenance of all insurance records, including the proper application, binding, and premium payment for all necessary insurance required by the Experimental Aircraft Association, Incorporated.

8. In cooperation with the Secretary, provide updated status reports and required correspondence with EAA.

9. Perform all other duties subject to the control of the Chapter President and the Chapter Board of Directors.

Article IX. Chapter Board of Directors

1. The business and property of the Chapter shall be conducted and controlled by the Chapter Board of Directors.

2. The Chapter Board of Directors shall consist of the following:

- a. Class I Director: Directors shall be the Chapter President, Vice President, Secretary, and Treasurer.

- b. Class II Director: Directors shall be three (3) to nine (9) additional members elected to the position of Class II Director.
- c. The term of office for Class I Directors shall be one (1) year. The term of office for Class II Directors shall be three (3) years.

3. The Chapter President shall preside over the Chapter Board of Directors as its Chairperson.

4. 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.

5. Notice of Meetings of the Chapter Board of Directors, stating the location, time, and purpose of the meeting shall be mailed, e-mailed, faxed, telephoned, or personally given to each Member of the Chapter Board of Directors 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.

6. 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.

7. Each Member of the Chapter Board of Directors shall serve as a Board Member without compensation.

8. 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.

Article X. Vacancies

Section 1. Officers

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).

Section 2. Directors

If a Class II Director position becomes vacant for any reason, it shall be filled by vote of the members at a duly called meeting.

Article XI. Elections

The election of officers and directors is as follows:

1. The Chapter President shall 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 September.

2. The appointments to the Nominating Committee shall be announced to the Chapter Members at the regular meeting in September, or earlier if a Nominating Committee has been formed at an earlier date.

3. 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.

4. 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.

5. 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 and on the chapter website.

6. Elections of Chapter Officers and Chapter Board of Directors will take place at the November Chapter Membership Meeting. If deemed appropriate by the members, voting may be by written ballot and the Chapter Secretary shall be responsible for the development and implementation of a process that will offer absent eligible voting members the opportunity to vote by proxy. Such process shall be reviewed and approved by the Chapter Board of Directors prior to its use. The Chapter Board of Directors shall conduct and monitor the election. All votes will be counted and confirmed by the monitors and the results of the election announced to the members present.

7. All newly elected Chapter Officers and Chapter Board of Directors shall assume their responsibilities January 1.

Article XII. Transition of Leadership

The Chapter Membership recognizes the importance of a smooth transition of Chapter Leadership. Therefore, 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.

1. At this transition meeting all Chapter records and information will be passed on to the newly elected Chapter Officers and Chapter Board of Directors. This meeting will be held in December.

2. During the transition meeting, the newly elected Chapter Officers and the Chapter Board of Directors shall review the Chapter Bylaws, and the Chapter Goals, Mission and Vision Statements, Non-Profit Incorporation documents, tax status, and insurance policies to ensure they are clearly known and understood.

3. 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.

4. 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.

5. 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 XIII. Financial Reports

1. The Chapter Treasurer shall prepare an annual financial statement on the financial status of the Chapter and report to the Chapter Membership. The Chapter Board of Directors will determine the method and frequency of additional financial reports. Reports can be presented at Chapter Meeting, in the Chapter Newsletter and/or on the Chapter Website.

2. The Chapter Board of Directors, under the direction of the Chapter Vice President, may arrange annually to have 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 book keeping procedures and shall take appropriate steps to implement any reasonable recommendations.

Article XIV. Fiscal Year

The fiscal year of the Chapter shall be from January 1 to December 31 of each calendar year.

Article XV. Facilities, Tools, and Other Assets

1. The Chapter Officers and the Chapter Board of Directors shall ensure all facilities, tools, and other assets of the Chapter are properly insured or protected against loss.

2. A Chapter Officer or Chapter Director will serve on appropriate committees to properly manage the Chapter's facilities, tools, and other assets.

Article XVI. Chapter Nominating Committee

The Chapter Nomination Committee, which is appointed by the Chapter President, shall consist of 2 or more Chapter Members. The purpose of the Chapter Nomination Committee is to conduct the annual process of recruiting nominees for the various elected positions within the Chapter and report these nominations to the Membership of the Chapter.

Article XVII. Organization 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.

The Chapter Membership Committee, as an example, can be appointed by the Chapter Board of Directors, and shall consist of a few Chapter Members, probably about 2- or 3-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 XVIII. 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 XIX. Amendments

The Bylaws of the Chapter may be, amended, or new Bylaws adopted at any Regular or Special Chapter Meeting by a majority vote of the members represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

Article XX. Dissolution

The Chapter may be dissolved by a two-thirds majority vote of the voting eligible Chapter Members. If the Chapter is dissolved, the Chapter President 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 President is also responsible for the disposition of all Chapter materials and assets that shall be donated to another non-profit organization. (The EAA and EAA Foundation are both non-profit organizations). Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XXI. 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.

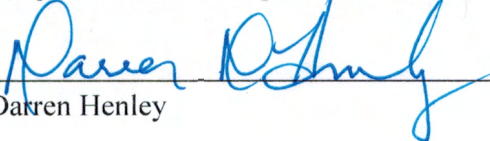
Article XXII. Exempt Activities Limitation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Acknowledgement and Acceptance on behalf of:

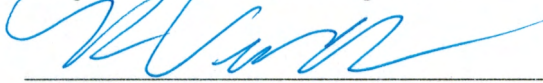
EAA Leroy Castle Chapter 538 These bylaws were adopted at a regular meeting of the chapter membership on March 15, 2020 in accordance with the existing bylaws.

Chapter President's Signature


Darren Henley

Date 3/15/20

Chapter Vice President's Signature


Katie Velvick


Date 3/15/20

Chapter Secretary's Signature


Alex Bodak III

Date 3/15/20

Chapter Treasurer's Signature


John Gregg, Jr.

Date 3-15-20