

EXPERIMENTAL AIRCRAFT ASSOCIATION
BRUCE McCOMBS CHAPTER 72
- CHAPTER BYLAWS -

OCTOBER 21, 2018

ARTICLE I. NAME

The name of this organization shall be EXPERIMENTAL AIRCRAFT ASSOCIATION, BRUCE McCOMBS CHAPTER 72 ("The Chapter" or "EAA Chapter 72").

ARTICLE II. PURPOSES

The purposes of this non-profit organization are stated in the Articles of Incorporation. The Chapter will pursue those purposes by the following strategies:

- A. Promote and encourage education of the general public about recreational aviation, the design and construction of amateur-built aircraft, and the restoration of aircraft.
- B. Cooperate with and assist governmental agencies in the development of programs relating to aviation activities.
- C. Promote and encourage education of the general public about aviation safety in the design, construction and operation of all types of aircraft.
- D. Encourage and engage in research for the improvement and better understanding of aviation and the science of aeronautics.
- E. Promote and encourage grassroots efforts of relating to aviation research and development.
- F. Do all things necessary to acquire and maintain Internal Revenue Code Section 501(c)(3) (or any future corresponding code section) and to maintain compliance with the laws, rules and regulations attendant to that code section (or any future corresponding code section).

ARTICLE III. LOCATION OF OFFICE

The location of the principal office shall be in accordance with the corporate laws of the State of Colorado.

ARTICLE IV. MEMBERSHIP

SECTION 1. ELIGIBILITY OF MEMBERSHIP

Eligibility for membership in this organization is open to any member of the general public who is also a member of the Experimental Aircraft Association, subject to the Classification of Membership.

SECTION 2. CLASSIFICATION OF MEMBERSHIP

- A. A Regular or Lifetime Voting Member shall be any Member of this organization in good standing.

B. An Honorary Member shall be any person nominated and elected by the Voting Membership of this organization. Honorary Members shall not be entitled to vote, nor shall they hold any office in this organization. Honorary Members shall not be required to pay any dues to this organization, unless they choose to become Regular Voting Members in accordance with the requirements stated herein.

C. A Student Member shall be any member of the public enrolled in any accredited school who has not yet reached the age of 19 years and has been accepted for membership. A Student Member shall enjoy all rights and privileges of Regular Member.

SECTION 3. DURATION OF MEMBERSHIP

A. Duration of a Regular Voting Membership is indefinite, except as stated in SECTION 4 of ARTICLE IV.

B. Duration of an Honorary Membership shall be for the remainder of the calendar year in which the Honorary Membership is extended and the entire following calendar year, subject to the provisions of SECTION 4 of ARTICLE IV.

C. Duration of a Student's Membership shall continue through the end of the calendar year in which the student reaches age 19.

SECTION 4. EXPULSION OF MEMBERS

A. Any member deemed undesirable by acts or deeds that tends to jeopardize the organization can be expelled from membership at any published meeting by a three-fourths majority vote of the members present at such meeting.

B. Membership in the Chapter may be terminated for nonpayment of Chapter dues, at any time after the member falls ninety (90) days behind in payment of dues in accordance with ARTICLE V. Termination of the membership shall not release the said member from any financial obligation owed to the end of that period of membership.

C. A member may resign from the Chapter at any time upon notice in writing addressed to any officer of the organization. In such a case, the resignation shall not release said member from paying dues up to the date of resignation.

ARTICLE V. DUES

SECTION 1. RATE OF ASSESSMENT

Rate of assessment of dues will be determined by the Board of Directors.

SECTION 2. COLLECTION OF DUES

A. Payment of dues shall be made to the Chapter Treasurer.

B. Annual dues for regular members shall be payable January 1 of each year for the period of January 1 through December 31. Membership privileges will end of March 31 if dues are not paid by March 31.

C. Any new member joining during the calendar year will be required to pay dues on a pro-rata basis in accordance with the schedule approved by the Board of Directors.

D. Lifetime members of the Experimental Aircraft Association may become lifetime members of the chapter and shall make a lump sum payment in accordance with Article V, Section I (Rate of Assessment).

SECTION 3. MEMBERS NOT SUBJECT TO DUES

Honorary Members and Student Members shall not be subject to any dues for the organization.

ARTICLE VI. EXECUTIVE OFFICERS

SECTION 1. EXECUTIVE OFFICERS

The Executive Officers of this organization shall be a President, Vice President, Secretary, and Treasurer. The Officers shall serve without compensation.

SECTION 2. DUTIES OF THE EXECUTIVE OFFICERS

A. The President shall be the Chief Executive Officer of the organization and 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 consent of the Directors, general charge of the business of the Chapter. The President shall execute, with the Secretary, all contracts and instruments, which have been approved by the Board of Directors. In case of the absence or disability of the Treasurer, the President may execute checks for the expenditures authorized by the Board of Directors.

B. The Vice President shall be vested with all the powers of, and shall perform the duties of the President in case of the absence or disability of the President. The Vice President shall also perform such duties connected with the operations of the organization as directed by the President.

C. The Secretary shall keep the minutes of all proceedings of the members and the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of notices of all meetings of the members and the Board of Directors. The Secretary shall keep a proper membership roll showing the name of each member of the organization. The Secretary shall keep a book of Bylaws, and such other books and papers as the Board of Directors may direct. The Secretary shall execute with the President, in the name of the organization, all contracts and instruments, which have first been approved by the Board of Directors. The Secretary shall perform such duties connected with the operation of the organization as directed by the President, with the advice and consent of the Board of Directors.

D. The treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and payout of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents,

prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (v) upon request of the board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time maybe assigned to such office by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer.

SECTION 5. TERM OF OFFICE

The Executive Officers shall be elected by the members at the Regular Annual Meeting of the members, and shall hold office as follows:

A. The President shall serve for two years beginning on January 1 of an even numbered year and ending December 31 of the subsequent odd numbered year.

B. The Vice President and the Secretary shall serve for two years beginning on January 1 of an odd numbered year and ending December 31 of the subsequent even numbered year.

C. The Treasurer shall serve for a period of one year beginning on January 1 and ending on December 31 and may not serve consecutive terms.

SECTION 4. VACANCIES

If the office of the President, Vice President, Secretary, or Treasurer becomes vacant for any reason, the Board of Directors shall appoint a successor who shall hold office for the unexpired term.

ARTICLE VII. BOARD OF DIRECTORS

SECTION 1. MEMBERS OF THE BOARD OF DIRECTORS

A. The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer of the organization. The four named Board Members shall appoint three (3) additional Board Members. The immediate Past President shall serve as an Ex-Officio Member of the Board of Directors, in a non-voting advisory capacity.

B. Each member of the Board of Directors shall serve without compensation.

SECTION 2. MEETINGS OF THE BOARD OF DIRECTORS

A. Regular meetings of the Board of Directors shall be called at any time and place to be determined by the President.

B. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of three Directors. Notices of special meetings of the Board of Directors stating the time and, in general terms, the purpose, shall be given to Directors not later than the day before the day of the appointed meeting. If all Directors are present at any meeting, any business may be transacted without previous notice.

C. Three (3) Directors, of which at least two (2) are current officers, shall constitute a quorum of the Board at all meetings, and the affirmation vote of the majority that shall be necessary to pass any resolution of authorize and act of the organization.

SECTION 3. AUTHORITY OF THE BOARD OF DIRECTORS

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

B. 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 organization property.

SECTION 4. REMOVAL OF AN OFFICER OR DIRECTOR

Any officer or director who fails to attend 3 meetings of the Board of Directors in a 12 month period or otherwise fails to participate in the activities of the chapter may be removed from office and a replacement appointed by the Board of Directors.

Any officer or director may be removed by the members by presenting a petition signed by a majority of the members to the Board of Directors. The Board of Directors will appoint a replacement.

ARTICLE VIII. COMMITTEES

SECTION 1. NOMINATING COMMITTEE

The Board of Directors shall establish a Nominating Committee by appointing three members of the Chapter, who may, but need not be members of the Board. The Nominating Committee shall present nominations to the Board of Directors to fill vacancies on the Board and shall make nominations for the officers of the Chapter. Such nominations shall be so presented not later than one month prior to the annual meeting.

SECTION 2. OTHER COMMITTEES

The Board of Directors may establish such other committees as it deems necessary to carry out the duties of the Board. The members of each committee shall be appointed by the President. The Board of Directors shall by resolution provide for the rules of operation for each committee established.

ARTICLE IX. MEETINGS OF MEMBERS

SECTION 1. MEETINGS OF MEMBERS

A. Meetings of the members may be held at such time and place as the President may determine, or may be called by a majority of the Board of Directors. Notice of meetings of the members, stating the time, place, and in general terms the purpose of the meeting, shall be given to members no later than the day before the meeting.

B. Any meeting where a vote will be taken for the adoption of resolutions, members will be notified in writing no less than five (5) days prior to the meeting.

C. At any meeting of the members, the quorum shall consist of a majority of those members present who are in good standing represented in person or by proxy.

D. A majority vote of the members present is necessary for adoption of any resolution and for the appointment of a member to an organization office.

E. The President, or in his/her absence the Vice President, or in the absence of both the President and Vice President, the Secretary, or in the absence of the President, Vice President and Secretary, a Chairman elected by the members present shall call the meetings to order, and shall act as the presiding officer thereof.

F. At any meeting of the members, each voting member shall have only one (1) vote.

G. A member may vote by giving a written proxy to another member who attends the meeting.

SECTION II. ANNUAL MEETING

A. The annual meeting of the members will be the regular meeting prior to November 30 each year.

B. Written notice of the annual meeting of the members shall be given to each member in good standing at least five (5) days before such meeting.

C. At the annual meeting the members shall elect the Executive Officers as constituted by these Bylaws.

ARTICLE X. CONFLICT OF INTEREST POLICY.

SECTION 1. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. PROCEDURES

A. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest-

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 4. VIOLATIONS

A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 5. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 6. COMPENSATION

- A. A voting member of the governing board who receives compensation, if any, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION 7. ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 8. PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or

payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 9. USE OF OUTSIDE EXPERTS

When conducting periodic compliance reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI. AMENDMENTS

These Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the members called for that purpose, or at the annual meeting of the members, by a majority vote of voting members present at such meeting.

ARTICLE XII. DISSOLUTION

Upon dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

**Acknowledged and Accepted on behalf of EXPERIMENTAL AIRCRAFT ASSOCIATION, BRUCE
McCOMBS CHAPTER 72**

Chapter President: _____ Date: ____/____/____

Chapter Secretary: _____ Date: ____/____/____

(Note – signed copy located in permanent Chapter Records file.)

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