

**International Aerobatic Club,
Chapter 34, Ohio
BYLAWS
October 21, 2006**

ARTICLE I. - NAME

The name of this corporation is the International Aerobatic Club Western Reserve Chapter 34. This corporation is a chapter of the International Aerobatic Club, Inc. (IAC), which is a division of the Experimental Aircraft Association (EAA). Hereinafter, the corporation shall be referred to as "IAC34".

ARTICLE II. - PURPOSES

IAC34 is organized and will be operated exclusively for educational, scientific and/or charitable purposes and, to the extent consistent therewith, will:

- 1.) Promote and encourage aerobatic education.
- 2.) Promote and encourage competition on a National and Regional level.
- 3.) Encourage, aid and engage in research and in education for the improvement of aviation safety through a better understanding of the art of aerobatics.

ARTICLE III. - MEMBERSHIP

Members of IAC34 shall consist of individuals who are first members in good standing of the Experimental Aircraft Association (EAA) and the International Aerobatic Club (IAC), and who apply for membership and are approved by the IAC34 membership committee of the Board of Directors.

A voting member shall be a member in good standing with paid IAC34 dues. Spouses and children of the member are not voting members unless they are first members in good standing of the Experimental Aircraft Association (EAA) , and have paid individual IAC34 dues under their name only.

An Honorary Member shall be any person appointed by the Board of Directors as such a person. Honorary members shall not be entitled to vote, nor shall they hold office in the club. They do not pay dues. Duration of Honorary Membership shall be for a twelve (12) month period following such appointment by the Board of Directors and may be renewed by the Board of Directors.

Duration of membership is for a twelve (12) calendar month period from January of one year to January of the following year, to be renewed yearly. Payment of dues shall be for each calendar year and shall be due by the January of the year membership in IAC34 is desired. If a new member joins after June 1 of a calendar year they will be charged half of the yearly rate for that calendar year.

ARTICLE IV. - DUES

The rate of assessment shall be determined by the Board of Directors. Payment of Dues shall be made to the club treasurer and a member in good standing shall have his or her dues paid currently.

ARTICLE V. - OFFICERS

The membership of IAC34 shall elect a President, Vice-President, Secretary/Treasurer or Secretary and Treasurer, each of whom shall serve for the period of two (2) years.

The **President** shall be Chief Executive Officer and shall preside at all regular and special meetings of the Board and Membership. He or she may call any regular or special meeting of the members of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of IAC34. He or she shall execute with the Secretary all contracts and instruments necessary to carry on the business of IAC34, provided that said execution has been approved by the Board of Directors.

The **Vice-President** shall serve as Executive Officer in the absence of the President and shall perform all other functions designated by the Board of Directors.

The **Secretary** shall keep all records of said IAC34 including minutes of all meetings, shall be responsible for accurate membership records and perform all other functions designated by the Board. The Secretary shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors. He or she shall execute with the President, in the name of IAC34, all contracts and instruments that have been approved by the Board of Directors.

The **Treasurer** shall be responsible for keeping accurate financial records of said IAC34, including records disbursements, and shall render a monthly report to the Board and perform such other functions as designated by said Board.

The President and Vice President will be elected on even numbered years, and the Secretary and Treasurer will be elected in odd numbered years. If the office of President, Vice-President, Secretary, or Treasurer become vacant for any reason, a successor shall be elected by the Membership or may be appointed by the Board of Directors by a majority vote of the Directors.

ARTICLE VI. - BOARD OF DIRECTORS

The Board of Directors shall consist of a minimum of 5 members and a maximum of 7. The Board shall consist of a minimum of: President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer if both positions are held by one person), and then enough Members at Large to fill out the rest of the Board of Directors complement.

The board, by majority vote, may add additional Members at Large as members to the Board as long as the total number of Board members does not exceed 7.

Members at Large will be appointed by the President. There is no set time for the

appointment of Members at Large, however the term for a Member at Large will end with the next election for the office of IAC34 President.

All directors shall hold office for a minimum duration of 2 years until their successors are duly elected and qualify. All directors must be members in good standing of the club. In case of a vacancy in the Board, the remaining directors may fill such vacancy by appointment from the members in good standing of IAC34.

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 corporation property and to do and perform or cause to be done and performed any and every act which IAC34 may lawfully do and perform.

Each member of the Board of Directors shall serve as a Director without compensation, and to remain eligible to serve on the Board of Directors each member thereof must attend at least fifty percent of the meetings of the Directors during each calendar year at which they are eligible to attend. The Board of Directors may vote to waive this requirement on an individual basis.

ARTICLE VII - MEETING OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors shall be called at the time and place to be determined by the President, subject to a ten day notice. These meetings can be by conference call. Notice shall include an agenda.

Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of two thirds of the Directors. Notice of special meetings of the Board of Directors stating the time and, in general terms, the purpose of the meeting shall be mailed, emailed, or personally given to Directors at least twenty-four hours prior to the time appointed for the meeting. If all Directors are present at a meeting, any business may be transacted without previous notice.

The annual meeting of the Board of Directors shall be held immediately after the annual meeting of the membership.

A majority of the Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of a majority present shall be necessary to pass any resolution or authorize any act of IAC34.

The Board of Directors shall cause to be kept a complete record of all the proceedings of its meetings. Such record shall be available to the membership.

ARTICLE VIII. - MEETING OF MEMBERSHIP

At any meeting of the members a quorum shall consist of all members present or represented by proxy.

At every meeting of the membership, each voting member shall have only one vote. A voting member shall be a member in good standing with paid IAC34 dues. Spouses

and children of the member are not voting members unless they are also separate

EAA members and have paid IAC34 dues under their name only.

If a member is absent for a meeting he or she may be represented by proxy if necessary for the adoption of any resolution and the election of a Director. Proxy may be received by the President in the form of an e-mail or paper vote via traditional US Mail.

Notice of all meetings shall be published in an Official publication of IAC34, such as the newsletter or website.

ARTICLE IX. - EXPULSION OF MEMBERS

Any member deemed undesirable by acts or deeds which are deemed to jeopardize the club can be expelled from membership at any published meeting by a 3/4 vote of the members present at such meeting or those giving their proxy to the President. Proxy may be received by the President in the form of an e-mail or paper vote via traditional US Mail.

ARTICLE X. - ELECTIONS

All candidates for Officer positions shall be members of IAC34 in good standing with current paid dues. Candidates may make their request for candidacy through an Election Committee of not less than three (3) IAC34 members. The Election Committee may not consist of current Officers to avoid conflict of interest. The Election Committee will submit the Candidates names to be published to the members of IAC34 for consideration at least 30 days prior to election by paper ballot or electronic notification or device. The Election Committee will receive paper ballot or electronic (e-mail) votes, verify the results and cause the results to be made public to the membership within 15 days unless there is a recount. Results are to be printed in the IAC34 club newsletter and posted on the IAC34 club website.

ARTICLE XI. - COMMITTEES

The committees of the club shall include Safety, Technical, Education and Program, Aerobic Competition and Judging, Election and Membership, plus others deemed necessary by the Board of Directors. The duties of each committee as well as the number of members serving on a committee shall be determined by the Board of Directors.

ARTICLE XII. - AMENDMENTS

Amendments to the by-laws may be proposed at any time by either (a) a majority of the members of the Board of Directors, or (b) a petition submitted to the President by any member which has been signed by at least 10 other members of IAC34. Said proposal(s) shall be considered at a regular meeting of the members. The President may then have the proposed amendment reviewed by the IAC and/or reviewed by legal counsel if deemed necessary by him or her.

Amended or new by-laws may be adopted with a 2/3rds majority vote of the members

present at such meeting in person or as represented by proxy.

ARTICLE XIII.- DISPUTE RESOLUTION

In the event a dispute arises within the IAC34, a written petition, endorsed by a 3/4 vote of Chapter voting members in good standing , may request intervention by the Chapter Office Staff of the EAA concerning the dispute within the chapter. IAC34 membership will cooperate completely and fully with the Chapter Office Staff of the EAA in the resolution process.

ARTICLE XIV. - DISSOLUTION

The chapter may be dissolved by a two-thirds majority vote of the voting 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, WI 54903-3086. The Chapter President is also responsible for the disposition of all Chapter materials and assets that shall be donated to another chapter of the International Aerobatic Club.

ARTICLE XV. - OFFICIAL STATEMENTS

No member or officer of IAC34 shall issue, publish or make any official statement affecting IAC34 or representing IAC34 without first securing the approval of the President or Board of Directors. This bylaw is not to be construed as restricting in any way a member's right in his or her individual capacity to take any position or make any statement he or she so desires, but it is intended to prevent any member from attempting to make his or her individual opinion the official position of IAC34 without approval.

ARTICLE XVI. - INDEMNIFICATION OF OFFICERS AND MEMBERS

Every officer of IAC34 shall be indemnified by IAC34 against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such officer in connection with any proceeding to which such officer may be made a party or in which such officer may become involved, by reason of such officer being or having been an officer or member of IAC34, or any settlement thereof, whether or not such officer is an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. In the event of a settlement, however, the indemnification herein shall apply only when the Board of directors approves such settlement and reimbursement as being for the best interest of IAC34. Any indemnification made under this Article shall be subject to the provisions of the applicable laws of the State of Ohio, or if IAC34 is later moved and incorporated in another state, the provisions of the applicable laws of that state.