

# Constitution and By-Laws

## Experimental Aircraft Association - Chapter 658

Prescott, Arizona / January 1989

### ARTICLE I- NAME

The name of this organization is Chapter 658 of the Experimental Aircraft Association.

### ARTICLE II- LOCATION OF OFFICE

The office for the transaction of business for the organization shall be located in the City of Prescott, Arizona.

### ARTICLE III- PURPOSE

The purpose of this nonprofit, educational Association are to:

- a. Promote and encourage the sport and hobby of recreational aviation.
- b. Cooperate with and assist government agencies in the development of programs relating to aviation activities.
- c. Promote and encourage 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. Foster, promote and engage in aviation education.
- f. Promote and encourage grass roots efforts relating to aviation research and development.

### ARTICLE IV- MEMBERSHIP

#### *SECTION I. Eligibility for Membership*

- a. Member. Any person who is of good moral character and a member of EAA International or its subgroups.
- b. Associate. Any spouse or dependent of a member.
- c. Honorary. Shall be any person appointed by majority of Chapter members as such a member.
- d. Any eligible person desiring to become a member must first notify the Chapter in the prescribed manner including appropriate dues.

#### *SECTION II Classification of Membership*

- a. A voting member shall be any member of the Chapter in good standing.
- b. Associate members shall be the spouse and dependents of a members household entitled to vote, nor shall they hold office in this organization.
- c. Honorary members shall not be entitled to vote, nor shall they hold office in this organization.

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## *SECTION III. Duration of Membership*

- a. Duration of membership shall be dependent upon continued fulfillment of those requirements which qualified the individual membership.
- b. Duration of Honorary Membership shall be for one year following such appointment by the Board of Directors. Renewal of an Honorary membership shall require action the same as for original selection.

## *SECTION IV. Expulsion of Members*

- a. Any member deemed undesirable by acts or deeds which are considered to this organization may be expelled from membership at any published meeting by a three-fourths popular vote of the members present at such meeting.
- b. Membership in the Chapter may be terminated for nonpayment of dues at any time after the member falls 90 days behind in payment of dues. Termination of the member shall not release the said member from the obligation to pay all dues owing to the end of the period of membership.
- c. A member may resign from the chapter at any time upon notice in writing addressed to the secretary. In such a case said member is obligated to pay dues to date of resignation.

## **ARTICLE V- DUES**

### *Section I. Rate of Assessment*

- a. Rate of assessment of dues shall be determined by the Board of Directors.
- b. Payment of dues shall be made to the Chapter Treasurer.

### *Section II. Assessment Period*

- a. Dues shall be paid by the end of January each year for the following twelve months.
- b. Members joining at a time other than the beginning of the year will be assessed 1/12 of the annual dues for each month remaining in the current year.

### *Section III. Members not subject to dues*

Associate and Honorary Members shall not be subject to Chapter dues.

## **ARTICLE VI- OFFICERS**

### *Section I. Executive Officers*

- a. The Executive Officers of the organization shall be President, Vice-President, Secretary and Treasurer or combined Secretary/Treasurer.
- b. Their term of office will be two years with elections being held in odd/even numbered years.
- c. The President, Vice-President, Secretary and Treasurer shall be elected at the regularly scheduled October meeting and shall hold office for two years from date of installation. Installation of officers will be at the December meeting following their election.
- d. The Treasurer may be bonded in an amount determined by the Chapter. The bond premium shall be at the expense of the chapter.

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### *Section II. The President*

- a. The president shall be the chief Executive Officer of the Chapter and of the Board of Directors. He may call any special meeting of the Board of Directors. and shall have, subject to the advice and control of the Directors, general charge of the business of the Chapter. He shall execute with the Secretary all contacts and instruments which have first been approved by the Board of Directors. In case of the absence or disability to the Treasurer, the President may execute checks for the expenditures authorized by the Board of Directors.

### *Section III. The Vice President*

- a. The vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence, disability or inability for any reason, of the to perform the duties of his office.
- b. The Vice-President shall also perform such duties connected with the operation of the Chapter as he may undertake at the suggestion of the President of Directors.

### *Section IV. The Secretary*

- a. The Secretary shall have the responsibility to took and publish minutes of all meetings of the members and Board of Directors. He shall attend to the giving and serving of notices of all meetings of the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member of the Chapter, a book of By-laws, and such other books and papers as the Board of Directors may direct. He shall execute with the President, in the name of the chapter, all contracts and instruments which have been first approved by the Board of Directors.
- b. The Secretary shall perform all other duties incident to said office subject to the control of the President and the Board of Directors as directed by them.

### *Section V. The Treasurer*

- a. The Treasurer and the President or Vice-President shall execute in the name of the Chapter all checks for the expenditures authorized by the Board of Directors. He shall receive and deposit all funds of the Chapter in a bank selected by the Board of Directors, which funds shall be paid out only by check as provided. He shall also account for all receipts, disbursements and the balance of the President and Board of Directors as directed by them.

## **ARTICLE VII-BOARD OF DIRECTORS**

- a. The powers, business and property of the Chapter shall be exercised and controlled by a Board of Directors of not less than five members.
- b. The board of Directors shall be determined as follows:
  - (1) The current President, Vice-President, Secretary, Treasurer, and immediate past President.
- c. The President shall be a member of, and preside over the Board of Directors as its Chairman.
- d. In case of a vacancy on the Board, the President shall appoint a replacement, subject to the approval of the Board of Directors.
- e. Meetings of the Board of Directors shall be called at any time on the order of the President or on the order of at least three Directors.

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- f. Notice of special meetings of the Board of Directors starting the time and in general terms, the purpose of the meeting,
- g. A majority of the directors shall constitute a quorum of the Board at all meetings and the affirmative vote of majority present shall be necessary to pass any resolution or authorize any act of the Chapter.
- h. Each member of the Board shall serve as Director without compensation.
- i. 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 Association property and to do or perform, or cause to be done or performed, any and every act which the Association may lawfully do and perform.

### ARTICLE VIII- MEETINGS OF MEMBERS

- a. All meetings of the members, except as herein or otherwise provide, shall be held at a place determined by the President.
- b. Notice of any annual meeting of the members shall be given by direct notification to the last known address of each member.
- c. Special meetings of the members may be held at such a time and place as the President may determine, or may be called by a majority of the Directors.
- d. Notice of special meetings of members, stating the time and in general terms the purpose thereof, shall be given in like manner as the notice required for regular meetings.
- e. At any meeting of the members, a quorum shall consist of the members present who are in good standing.
- f. The President, or in his absence 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.
- g. At every meeting of the members, each voting member shall have only one vote. In the absence of a member, he shall have the right to vote by proxy.
- h. A majority of the members present or represented by proxy is necessary for the adoption of any resolution.

### ARTICLE IX- VACANCIES

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 un-expired term.

### ARTICLE X- ELECTIONS

- a. Nominations from the floor will be accepted prior to the election at the October meeting.
- b. Elections of officers shall be accomplished at the October meeting of the Chapter prior to expiration of the current terms of office.
- c. Election to office requires a majority vote of members present.

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## ARTICLE XI- AMENDMENTS

These By-Laws may be repealed or amended or new By-Laws may be adopted at any meeting of the Board of directors by a two-thirds majority vote of those present at such meeting in person or represented by proxy.

## ARTICLE XII- CHAPTER DISSOLUTION

Should the Chapter become inactive or disbanded all Chapter records, certificates of incorporation and Chapter are to be returned to EAA Headquarters for safekeeping. The assets of the Chapter will be transferred to the EAA Aviation Foundation, a nonprofit corporation under Federal IRS and Wisconsin state law.

## ARTICLE XIII- SEAL

A corporate seal may be provided for.

## ARTICLE XIV- CHAPTERS

### *Section I. General Requirements*

Any ten members of this corporation may form a local Chapter, which shall be incorporated as a separate not-for-profit corporation under the laws of its state. Each Chapter shall have a name and number, to be assigned by this corporation, and shall have a President, Vice-President, Secretary-Treasurer of Secretary and Treasurer, who shall all be members of this corporation.

### *Section II. Liability*

The corporation, its officers and Directors shall not be liable for any activities of individual Chapters, and any such activities shall be conducted solely at the risk and responsibility of each Chapter.

### *Section III. Official Statements*

No officer or member of any Chapter, or any member of the corporation purporting to speak in an official capacity or on behalf of such Chapter or this corporation shall issue, publish or make any statement or take any position on any policy, regulation, rule or other matter affecting aviation or the corporation without first securing the approval of the President or Board of Directors. This By-Law is not to be construed as restructuring in any way a members right in his individual capacity to take any position or make any statement he so desires or for a Chapter officer or member of this corporation from attempting to make his individual or Chapter opinion or position the official position or opinion of the corporation. Such official opinion or position can and must only be issued by the President or the Board of Directors.