BYLAWS

OF

EXPERIMENTAL AIRCRAFT ASSOCIATION CHAPTER 1246, INC.

## ARTICLE I. – NAME

The name of this organization is:

Experimental Aircraft Association Chapter 1246, Inc.

## ARTICLE II. – LOCATION

The address for the transaction of business for the Chapter is the terminal building at McKinney National Airport, McKinney, Texas. The organization will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the principal office for transaction of business. The Board of Directors may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

## ARTICLE III. – PURPOSES OF THE CHAPTER

The purposes for which the Chapter is organized are:

1. To promote, encourage, and facilitate an atmosphere where all are welcome to join-in and become a part of recreational aviation;

1. To promote, encourage, and foster an environment that celebrates and nurtures the participation of families and the spirit of volunteerism associated with recreational aviation;
2. To cooperate with and assist government agencies in the development of programs that promote and support recreational aviation;
3. To promote and encourage aviation, education, and safety in the design, construction, restoration, and flying of all types of aviation vehicles;
4. To provide aviation enthusiasts at all levels the opportunity to participate in grassroots aviation activities;
5. To foster closer fellowship among its members through the exchange of ideas of mutual interest;
6. To promote, encourage, and facilitate Membership in the EAA (Experimental Aircraft Association Incorporated).
7. To actively support and promote the mission and vision of the Experimental Aircraft Association and its Divisions through the outreach activities of a local Chapter; and
8. To do or perform any act allowed under the Texas Non-Profit Corporation Act that is consistent with the other purposes of the Chapter.

## ARTICLE IV. – MEMBERSHIP

### SECTION A. ELIGIBILITY OF MEMBERSHIP

Eligibility for membership in this organization is open to any person with an interest in aviation, subject to ARTICLE IV. – MEMBERSHIP, SECTION B. CLASSIFICATION OF MEMBERSHIP.

**SECTION B. CLASSIFICATION OF MEMBERSHIP**

1. A Regular Member shall be any member of this organization who has paid their Chapter dues as required under Section D.
2. A Regular Member In Good Standing shall be any Regular Member of this organization that is also a current member of the Experimental Aircraft Association. Only Regular Members In Good Standing are entitled to vote and/or hold office in the organization.
3. All Regular Members are strongly encouraged to become members of the Experimental Aircraft Organization.
4. A Family Member shall be any person who is the spouse or child (18 years old or under) of any member in this organization. A Family Member shall not be eligible to vote or hold office unless such person is also a Regular Member In Good Standing, but otherwise may participate fully as a member of the organization.

**SECTION C. CONDITIONS AND DURATION OF MEMBERSHIP**

1. The duration of Regular and Family Chapter Membership shall be one (1) calendar year.
2. All prospective new members shall complete an application for membership on a form approved by the Board of Directors and shall pay membership dues in full before becoming a member under the classification for which application was made.
3. Duration of Regular Membership shall be dependent upon the continued fulfillment of all the requirements that qualified the person for original membership. An example, by the way of illustration and not limitation, is that a Regular Membership in the organization shall terminate automatically upon the failure of the Regular Member to pay all required dues or assessments in the organization.
4. Duration of Family Membership shall be the same period of time as that of the Regular Member from whom the Family Membership derives.
5. Any member may be expelled from membership in the organization for committing one or more actions that damage or jeopardize the organization. Expulsion of any member shall require the affirmative vote of two-thirds (66.67%) of the Regular members of the organization (in person or by proxy) at a regular or special meeting of the organization.

**SECION D. MEMBERSHIP DUES**

1. The organization dues shall be established from time to time by the Board of Directors of the organization. No dues shall be required of a Family Member. In the event that a member of the organization discontinues their membership in the organization for reasons of death, resignation, or expulsion, the Board of Directors of the organization may, at their discretion, refund any or a portion of the former member’s dues.
2. The organization dues shall be paid to the Chapter’s Treasurer. Dues shall be payable January 1 of each year and shall apply for a twelve (12) month period. Any member of the organization who fails to pay their dues by March 31 shall immediately forfeit all membership privileges until the appropriate dues have been paid.
3. The Board of Directors of the organization shall have the right and discretion to pro-rate and/or waive annual membership dues for any person joining the organization or renewing their membership.

## ARTICLE V. – EXECUTIVE OFFICERS AND DIRECTORS

**SECTION A. ELECTION AND TERM OF EXECUTIVE OFFICERS AND DIRECTORS**

1. The Executive Officers of the organization shall be a President, Vice President, Secretary, and Treasurer.
2. After initial elections, the Executive Officers of the organization shall be elected from among the Regular Members of the organization by the voting members at a regular meeting prior to November 1 of the year in which the term of the current Executive Officers expires (the “Election Meeting”). This Officer election shall be conducted no later than the October regular meeting. The elected Executive Officers shall also serve as Directors of the organization.
3. The Executive Officers and Directors of the organization shall serve for a two (2) year term of office, starting on January 1 following their election.
4. A Nominating Committee consisting of three (3) and not more than five (5) members of the organization shall be selected by the Board of Directors no less than one hundred and twenty (120) days, or four (4) months prior to the Election Meeting. The Nominating Committee shall interview the existing officers and members of the organization and shall select one or more candidates for each Executive Office and position on the Board of Directors to be filled. They shall present the slate of candidates to the members not less than thirty (30) days prior to the election meeting, either by mail, electronic communication (i.e. email) or by including such slate in a publication delivered to the members. It is important that the Nominating Committee review and be familiar with the responsibilities of each leadership position they are seeking candidates for.

SECTION B. DUTIES OF THE EXECUTIVE OFFICERS

1. The President shall be the Chief Executive Officer of the organization and Chairman of the Board of Directors. The President may call any special meetings of the Executive Officers or Board of Directors and shall have, subject to the advice and consent of the Officers and Directors, general charge of the business of the organization. The President shall execute with the Secretary, all contracts and instruments that have been approved by the organization, Executive Officers, and/or Board of Directors. In case of the absence or disability of the Treasurer, the President may execute payment for the expenditures authorized by the organization, Executive Officers, and/or Board of Directors.
2. The Vice President of the organization shall be vested with all the powers of, and shall perform the duties of the President in case of 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.
3. 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 book of Bylaws, and such other books and papers as the Board of Directors may direct. The Secretary shall execute with the President, all contracts and instruments that have been approved by the organization, Executive Officers, and/or 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. In case of the absence or disability of the Secretary, the Vice President shall execute the duties of the office of the Secretary until the Board of Directors can elect a successor.
4. The Treasurer shall execute in the name of the organization all checks for expenditures authorized by the Board of Directors. The Treasurer shall receive and deposit all funds of the organization in a bank selected by the Board of Directors. The Treasurer shall also account for all receipts, disbursements, and balance on hand. In addition, the Treasurer is responsible for the annual collection of membership dues and maintaining a proper membership list showing the name of each member of the organization. The Treasurer shall perform such duties connected with the operations of the organization as directed by the President, with the advice and consent of the Board of Directors. In case of the absence or disability of the Treasurer, the President shall execute the duties of the office of the Treasurer until the Board of Directors can elect a successor.

**SECTION C. THE BOARD OF DIRECTORS**

1. The powers, business, and property of the organization shall be exercised, conducted, and controlled by the Board of Directors. 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. The Board of Directors shall do and perform, or cause to be done and performed, any and every act that the organization may lawfully do and perform.
2. The Board of Directors shall consist of those persons who are the Executive Officers of the organization as nominated and elected by the organization in accordance with these Bylaws.
3. Only persons who are members in good standing of the Experimental Aircraft Association shall be eligible to be a Director of the organization, and a failure to maintain such standing shall be considered to constitute a resignation from the Board of Directors and from any Executive Officer position. No compensation shall be paid to Directors for serving on the Board of Directors.

**SECTION D. VACANCIES**

1. If the office of the 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. The elected successor shall also serve as a Director for the unexpired term.

2. The fact that there are one or more vacancies on the Board of Directors at any time shall not affect the validity of any action taken during the period of such a vacancy.

#### ARTICLE VI. – MEETINGS

**SECTION A. MEETING OF MEMBERS**

1. Meetings of the members may be held at such time and place as the President may determine, or as may be called by a majority of the Executive Officers or Board of Directors. Notice of meetings shall be given to the members, stating the time, place, and in general terms the purpose of the meeting, no later than the day before the meeting.
2. For any meeting where a vote will be taken for the adoption of resolutions, members will be notified no less than five (5) days prior to the meeting. Notification may be either postal delivered or in electronic (i.e. email) forms of communication.
3. A minimum quorum of ten percent (10%) of all Regular Members In Good Standing and eligible to vote is required (either in person or by proxy) in order to conduct a meeting.
4. A majority vote of the voting members present at a duly constituted meeting is necessary for adoption of any resolution and for the election of a member to an organizational office.
5. The President (or in their absence the Vice President, or in the absences of both the President and Vice President, the Secretary, or in the absence of the President, Vice President, and the Secretary, the Treasurer, or in the absence of all officers, a chairman elected by the members present) shall call the meeting to order, and shall act as the presiding officer of a meeting of the members.

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

SECTION B. ELECTION MEETING

1. The last regular meeting of the members prior to November 1 of the year in which the term of the current Executive Officers expires shall be the Election Meeting.
2. Notification of the Election Meeting shall be given to each member in good standing at least five (5) days before such meeting. Notification may be either postal delivered or in electronic (i.e. email) forms of communication.
3. At the Election Meeting, each Executive Officer and Director shall be selected from the slate of candidates for each position presented by the Nominating Committee.

SECTION C. MEETINGS OF THE DIRECTORS

1. Regular meetings of the Board of Directors shall be called at any reasonable time and place to be determined by the President.
2. Special meetings of the Board of Directors shall be called at any reasonable time and place on the order of the President or on the order of not less than a majority of the Board of Directors. Notices of special meetings of the Board of Directors stating the time, place and, in general terms, the purpose, shall be given to Directors no later than the day before the day appointed for the meeting.
3. If all Directors are present at a meeting, any business may be transacted at that meeting without previous notice.
4. A minimum of three (3) Directors shall constitute a quorum of the Board of Directors at all meetings. The affirmative vote of a majority of the Directors present at a duly constituted meeting shall be necessary to pass any resolution or authorize any act of the organization.

# ARTICLE VII. – STANDING COMMITTEES

Standing committees are responsible for specific ongoing functions, projects, programs, and activities to which the organization is committed or which are needed for effective organization operation. Standing committee members are appointed or re-appointed by the current organization President with a term of office concurrent with that of the President.

The standing committees may include, but are not limited to:

1. Budget and Finance Committee: The Budget and Finance Committee is responsible for developing and recommending to the Board of Directors for approval a budget of annual income and expenditures; reporting the budget status to the Board of Directors upon request; and alerting the Board of Directors when significant deviation from budgeted income or expenditures occurs, together with recommended corrective action.
2. Promotion and Publicity Committee: The Promotion and Publicity Committee is responsible for developing and recommending to the Board of Directors for approval programs, projects, and activities that promote the goals of the organization and benefit the surrounding areas served by the organization; establishing and maintaining contacts with print, radio, and television media through which promotion and publicity of organization projects, programs, and activities can be provided to the public; serving as the promotion and publicity activity for organization programs and projects; and providing reports, data, or other information requested by the Board of Directors.
3. Newsletter Committee: The Newsletter Committee is responsible for producing, publishing, and disseminating a newsletter that informs organization members of events and issues relevant to member interest.

# ARTICLE VIII. – 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 Election Meeting of the members, by a majority vote of the voting members in good standing of the organization, in attendance or by proxy.

## ARTICLE IX. - DISSOLUTION

This organization may be dissolved by a two-thirds (66.67%) majority vote of voting members in good standing of the organization. In the event the organization is dissolved, the President shall be responsible for turning all organizational assets over to the Experimental Aircraft Association, PO Box 3086, Oshkosh, Wisconsin 54903-3086, provided that such organization is then exempt from taxes under Internal Revenue Code Section 501 (c) (3), or any successor statute as amended. Otherwise, the assets may be distributed for one or more purposes that are exempt under the Texas Franchise Tax laws.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of Experimental Aircraft Association Chapter 1246, Inc. and that the above and foregoing Bylaws constitute the Corporation’s Bylaws. These Bylaws were duly adopted at a meeting of the members of the Corporation held on \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

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Signature

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Printed Name

Secretary of the Corporation