

Greater Fort Wayne EAA Vintage Chapter 37, Inc.

BYLAWS

As revised and approved by membership on June 15, 2023 & November 16, 2023

Article I. Name:

The name of this chapter is the Greater Fort Wayne EAA Vintage Chapter 37, Inc. (Chapter)

Article II. Location:

The office for the transaction of business for the Chapter shall be the postal box provided by the DeKalb County Airport Authority.

Article III. Purpose:

The purpose of this Chapter is to promote, encourage, and foster an environment where all are welcome to join-in and become a part of the study, restoration, flight and support of vintage aircraft and the Vintage Aircraft Association of the EAA (VAA) and education related thereto.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, of otherwise attempting to influence legislation, and the organization shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on

- a) By an organization exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or
- b) By an organization, contributions to which are deductible under section 70(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Article IV. Chapter Membership:

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 classification of membership listed in Article IV.

Classifications of Chapter Membership: There are six (6) types of Chapter Members. These Chapter Membership Classifications include: Regular, Family, Honorary/Complimentary, Special, Life, and Student. The specific details of these Chapter Membership Classifications are described in the following paragraphs:

Regular Chapter Membership: A Regular Chapter Member shall be any person who pays Chapter dues and is a member in good standing of the Experimental Aircraft Association, Incorporated (EAA) and VAA.

Family Chapter Membership: A Family Chapter Membership shall be any family, including parents, and children, who pay the appropriate Chapter Membership dues and are Family Members of the EAA and VAA.

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 can be given in recognition and appreciation of the support for 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.

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 may submit written request to the EAA Chapter Office requesting they extend a one-year complimentary VAA Membership to a Special Chapter Member.

Life Chapter Membership: A Life Chapter Membership may be bestowed on an individual Chapter Member at the discretion of the Chapter Officers and Chapter Board of Directors or Chapter Membership. Life Chapter Membership must be a member in good standing of EAA and VAA. Chapter Life Membership recognizes the long-term commitment for EAA, VAA, and the Chapter made by the individual. A Life Chapter Membership may hold any Chapter Office, shall have full voting privileges within the Chapter, and is exempt from yearly Chapter dues.

Student Chapter Membership: A Student Chapter Member shall be any person under the age of nineteen (19) who holds a Student Membership of the EAA. Student Chapter Members are exempt from annual Chapter dues, may not hold any Chapter elected or appointed office and do not have voting privileges. Newsletters shall be delivered in a digital format only.

Duration of Chapter Membership: The Duration of a Regular or Family Chapter Membership shall be one (1) calendar year. Honorary/Complimentary or Special Chapter Memberships may be extended or continued beyond or continued beyond one (1) year at the discretion of the Chapter Officers, Chapter Board of Directors, or Chapter Membership wishes to extend a Chapter Membership. Life Chapter Membership is continuous for the life of the Life Chapter Member, unless the Life Chapter Member fails to maintain a current membership with EAA and VAA, and is not transferable.

Voting Privileges of Chapter Membership: Voting privileges within the Chapter shall be limited to Regular Chapter Members, Family Chapter Members (excluding Children under 18 years of age), Special Chapter Members and Life Chapter Members. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.

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, VAA, and this 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:

Any Chapter Member, who by intentional negligent or reckless deed or action, harms or jeopardized the reputation or assets of this Chapter, VAA, or EAA, may be called before the Chapter Board of Directors for review. Upon conclusion of a review, the Chapter Board of Directors may, upon finding reasonable cause, recommend to the membership that said member be removed from Chapter Membership. Said Member may then be removed, by a majority vote of eligible members at any regular or special Chapter Membership Meeting where a quorum exists.

Any Chapter Member who fails to remit their Chapter Membership dues or fails to maintain their Membership in Experimental, and VAA, shall be considered removed from Chapter Membership.

Resignation of Chapter 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.

NOTE: It is the policy of EAA and all EAA Chapters to openly welcome guests and visitors to EAA Chapter functions and activities. Guests and visitor do not enjoy the privileges of Chapter Membership, nor do they pay any dues or assessments to the Chapter, and they are not entitled to privileges of Chapter or EAA Membership until they become a regular member of both the Chapter and EAA.

Article V. Chapter Membership Dues and Assessments:

The Chapter Officers and Chapter Board of Directors, with the concurrence of the Chapter Membership, will determine appropriate dues and assessments. The rate of dues or the amount of assessments 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 in attendance. 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 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, Special Members, and Student Chapter Members shall not be required to pay dues or assessments. Life Chapter Members, while not required to pay dues, may be required to pay assessments.

Article VI. Meetings of Members:

All meetings of the Chapter Members shall be held at a place to be determined by the Chapter President. 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, or by phone, fax, ~~or~~ email, or text.

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.

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 regular meetings, or by special letter.

A quorum is required for any Chapter Membership Meeting; a quorum shall consist of at least one-third (1/3) of the Chapter Members in person or by proxy.

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

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. The Chapter Board of Directors shall be responsible for the method by which any proxy votes are issued, accepted, or counted.

A simple majority of Chapter Members whom are eligible to vote, and present or represented by proxy is necessary for the adoption of any resolution; except for a resolution that calls for the Chapter to separate its relationship with the VAA, or EAA, in which case a majority of not less than eighty percent (80%) of all members eligible to vote is necessary for the adoption such resolution.

Article VII Chapter Officers:

The Chapter Officers shall be Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer, or a combination of Chapter Secretary and Chapter Treasurer.

The term of office for all Chapter Officers shall be two (2) years.

The Chapter Officers shall be elected at the regularly scheduled November Chapter Membership Meeting and shall hold office for two (2) years, from the date of installation. Installation of Chapter Officers shall be at the December Chapter Membership Meeting following their election, but no later than January 1st following their election.

The Chapter Treasurer may be bonded in an amount to be determined by the Chapter Officers. The premium to bond the Chapter Treasurer shall be at the expense of the Chapter.

Article VIII. Duties of the Chapter Officers:

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

The Chapter President shall be the Chief Executive Officer and Chairperson of the Chapter Board of Directors. The Chapter President shall have, subject to the advice, direction, and control of the Chapter Board of Directors, general charge of the Chapter business, and serve as the registered agent of the Chapter. The Chapter President shall jointly execute with the Chapter Secretary all contracts and

instruments which have first been approved by the Chapter Board of Directors. The Chapter President may call any Special Meeting of the Members of the Chapter Board of Directors and/or general Chapter Membership. In case of the absence or disability of the Chapter Treasurer, the Chapter President may execute checks for expenditures authorized by the Chapter Board of Directors. In such circumstances, either the Chapter Vice President or Chapter Secretary shall be called upon to co-execute such checks.

The Chapter Vice President shall 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. The Chapter Vice President shall also perform such duties connected with the operations of the Chapter at the suggestion or direction of the Chapter President. 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.

The Chapter Secretary shall have the responsibility to take and publish minutes of all meetings. The Chapter Secretary is responsible for assuring notice is given of all regularly scheduled Membership Meetings. Additionally, the Chapter Secretary is also responsible for publishing notice of Special Membership Meetings. The Chapter Secretary, with the assistance of the Chapter Membership Chairperson, shall keep a Chapter Membership Book, Roster of Record showing the name of each Chapter Member. The Chapter Secretary shall also be responsible for maintaining the currency and security of the original copies of the Chapter Bylaws, Non-profit Incorporation documents, tax-exempt documents, Federal Employer Identification Number (FEIN), and any other documents, books, papers, and records as the Chapter Officers or Chapter Board of Directors direct. The Chapter Secretary shall jointly execute, along with the Chapter President, all contracts and instruments that have been first approved by the Chapter Board of Directors. The Chapter Secretary shall 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.

The Chapter Treasurer shall execute all checks authorized by the Chapter Board of Directors. The Chapter Treasurer shall 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. The Chapter Treasurer shall also account for all receipts, disbursements, and the balance of funds on hand. The Chapter Treasurer shall perform all other duties subject to the control of the Chapter President and the Chapter Board of Directors. The Chapter Treasurer shall ensure the Chapter obtains and maintains a Federal Employer Identification Number (FEIN). The Chapter Treasurer shall be responsible for the accurate maintenance for all insurance records, including the proper application, binding, and premium payment for all necessary insurance required by EAA. By resolution of the Chapter Board of Directors, the Chapter may require joint signatures of all checks drawn on Chapter accounts.

Article IX. Chapter Board of Directors:

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

The Chapter Board of Directors shall consist of the following:

The Executive Officers shall be the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer.

The Executive Officers can appoint up to nine (9) additional Board members to serve on the Chapter Board of Directors. These include but are not limited to Director(s), Flight Advisor(s), Technical Counselor(s), Newsletter Editor(s), Web Editor(s), and Young Eagles Coordinator(s).

The term of office for the Chapter Board of Directors shall be two (2) years.

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

In case of a vacancy on the Chapter Board of Directors, the Chapter President may appoint a replacement, subject to the approval of a majority of the Chapter Board of Directors.

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.

Notice of Meetings of the Chapter Board of Directors, stating the location, time, and purpose of the meeting shall be emailed, mailed, 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 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.

A simple majority of the Chapter Board of Directors, at least two (2) of which shall be Executive Officers, shall constitute a quorum of the Chapter Board of Directors.

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

The Chapter Board of Directors shall have the power and authority to enforce all rules and regulations pertaining to the use and operation for the Chapter's property.

Article X. Vacancies:

If the office Chapter President, Chapter Vice President, Chapter Secretary, or Chapter Treasurer become 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).

Article XI. Elections:

The Chapter President may 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 July.

The appointments to the Nominating Committee shall be announced to the Chapter Members at the regular meeting in July, or earlier if a Nominating Committee has been formed at an earlier date. In addition, the names of the Chapter Members appointed to the Nominating Committee shall be published in the next Chapter Newsletter.

Beginning in July, 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.

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.

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.

Elections of Chapter Officers and Chapter Board of Directors will take place at the November Chapter Membership Meeting. Voting shall be done by written ballot and three (3) Chapter Members appointed by the Chapter Board of Directors shall conduct and monitor the election. All ballots will be counted and confirmed by the monitors and the results of the election announced to the members present. If deemed appropriate by the members, 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.

All newly elected Chapter Officers and Chapter Board of Directors shall assume their responsibilities at the December Chapter Membership Meeting, but no later than 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 wherein all Chapter records and information will be passed on to the newly elected Chapter Officers and Chapter Board of Directors.

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.

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.

During the transition meeting the newly elected Chapter Officers and Chapter Board of 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.

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 EAA.

Article XIII. Financial Reports:

The Chapter Treasurer shall prepare an annual financial statement and present the report on the financial status to the Chapter Membership. The form of the report, either written or oral, will be determined by the Chapter Board of Directors. The Chapter Board of Directors will also determine the method of the report, either by presentation at a Chapter Membership Meeting or by Chapter Newsletter.

The Chapter Board of Directors, under the direction of the Chapter Vice President, shall 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 bookkeeping procedures and shall take appropriate steps to implement any reasonable recommendations.

Article XIV. Facilities, Tools, and Other Assets:

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

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

Article XV. Chapter Nominating Committee:

The purpose of the Chapter Nominating Committee is to conduct the biannual process of recruiting nominees for the various elected positions within the Chapter and report these nominations to the Membership of the Chapter. Further, the Chapter Nominating Committee shall make sure the transition guidelines in Article XII are accomplished.

Article XVI. Chapter Membership Committee:

The Chapter Membership Committee, which is appointed by the Chapter Board of Directors, shall consist of a few Chapter Members, probably about 4 or 5 Chapter Members. They 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 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.

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 EAA, concerning a dispute within the Chapter. The Chapter Membership will cooperate completely and fully with the Chapter Office Staff of EAA, 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 EAA, and it is determined by the Chapter Office Staff of EAA, to be at an impasse, the Chapter agrees and acknowledges the authority and responsibility of EAA, to remove the Chapter Charter. If the Chapter Charter is removed, the Chapter will have no further recognition or affiliation with EAA, and must be dissolved per statute.

Article XIX. Amendments:

The Bylaws of the Chapter may be, amended, or new Bylaws adopted at any Regular Chapter Meeting of the Chapter Members called for that purpose. Amended or new Bylaws must be passed by a not less than eighty percent (80%) majority vote of the Chapter Members eligible to vote and present at such meeting in person or by proxy.

Article XX. Dissolution:

The Chapter may be dissolved by a two-thirds (2/3) 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 that 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. 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, or shall be distributed to the Federal Government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. (The EAA, EAA Foundation, and VAA are all non-profit organizations.)

Article XXI. Chapter Charter Authorization:

The Chapter accepts and acknowledges that the Chapter has been granted a conditional Charter under the authority of EAA. 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 EAA. In the event that EAA withdraws the conditional Charter of the Chapter, the Chapter agrees to cease using any reference whatsoever to itself as a Chartered Chapter of EAA.

Acknowledgement and Acceptance on behalf of: Greater Fort Wayne EAA Vintage Chapter 37, Inc.

Chapter President's Signature _____ Date _____

Chapter Vice President's Signature _____ Date _____

Chapter Secretary's Signature _____ Date _____

Chapter Treasurer's Signature _____ Date _____