

# **EAA Chapter 54 By-Laws**

**Adopted January 12, 2009**

EXPERIMENTAL AIRCRAFT ASSOCIATION  
CHAPTER 54  
(SPEED HOLMAN CHAPTER)

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**EXPERIMENTAL AIRCRAFT ASSOCIATION  
CHAPTER 54  
(SPEED HOLMAN CHAPTER)**

**BY-LAWS**

Article I. Name

The name of this organization is EAA Chapter 54 (Speed Holman Chapter), Incorporated.

Article II. Location

The address for the transaction of business for the chapter is EAA Chapter 54, 3275 Manning Avenue No. Suite #7, Lake Elmo, MN 55042.

Article III. Purpose of the Chapter

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

1. Cooperate with and assist governmental agencies in the development of programs relating to aviation activities.
2. Promote and encourage aviation safety in the design, construction, restoration, and operation of all types of aircraft.
3. Promote and encourage grass roots efforts relating to aviation research and development.
4. Promote and encourage non-commercial aviation.
5. Promote, encourage, and facilitate recreational aviation activities that provide educational opportunities.

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 classifications of membership listed in Article IV, Sections 1-5.

Classifications of Chapter Membership: There are five (5) types of Chapter Memberships. These Chapter Membership Classifications include; Regular, Family, Honorary/Complimentary, Special, and Life. The specific details of these Chapter Membership Classifications are described in the following paragraphs:

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

2. Family Chapter Membership: A Family Chapter Membership shall be any family, including parents, and children, who pay the appropriate Chapter Membership dues and are Members of EAA (Experimental Aircraft Association Incorporated). (Family is defined as member, spouse and children under 18 years of age living in the same household.)
3. Honorary/Complimentary Membership: A 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 may be given to a person in recognition or appreciation of the support that person has provided to 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. Honorary/Complimentary Members are not required to be members of EAA (Experimental Aircraft Association Inc.), but the Chapter Office at EAA Headquarters will extend a complimentary one year EAA Membership to any Honorary/Complimentary Chapter Member upon written request from the Chapter Officers, Chapter Board of Directors or Chapter Membership.
4. 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 Office at EAA Headquarters will extend a one year complimentary EAA Membership to any Special Chapter Member upon written request from the Chapter Officers, Chapter Board of Directors, or Chapter Membership.
5. Life Chapter Membership: A Life Chapter Membership may be bestowed on an individual Chapter Member at the discretion of the Chapter Officers, Chapter Board of Directors, or Chapter Membership. All Life Chapter Members must be members in good standing of EAA (Experimental Aircraft Association, Incorporated). A Chapter Life Membership recognizes the long-term commitment to EAA and the Chapter made by the individual. A Life Chapter Member may hold any Chapter Office, shall have full voting privileges within the Chapter, and is exempt from annual Chapter dues.

Duration of Chapter Membership: The Duration of a Regular and Family Chapter Membership shall be one (1) calendar year. Honorary/Complimentary or Special Chapter Memberships may be extended or continued beyond one (1) year at the discretion of the Officers, Board of Directors, or Membership. Life Chapter Membership is continuous for the life of the Member. Life Chapter Membership is not transferable to another person. All Chapter Members with voting privileges in the Chapter must maintain a current membership with the EAA (Experimental Aircraft Association Incorporated), except for the Honorary/Complimentary Chapter Members.

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 Member. Each Member shall accept the responsibilities of Chapter Membership, and by acceptance agrees to promote EAA and the Chapter. In the event a Member fails to meet these requirements, they may be asked to relinquish their Chapter Membership in accordance with the following conditions:

1. Any Member, who by intentional negligent or reckless deed or action, harms or jeopardizes the reputation or assets of the Chapter or EAA, may be called before the Board of Directors and Officers for review. Upon conclusion of a review, the Board of Directors and Officers 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 Membership Meeting where a quorum exists.
2. Any Member who fails to remit their Membership dues or fails to maintain their Membership in the EAA shall be considered removed from Chapter Membership.

Resignation of Membership: Any Member may resign their Chapter Membership at any time by delivering to any 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 Member delivers the written notice to any Officer shall become the date of resignation.

#### Article V. Chapter Membership Dues

1. The Chapter dues shall be established from time to time by the Board of Directors. No dues shall be required of an Honorary/Complimentary Member, Special Chapter Member, or Life Chapter Member. In the event that a member discontinues his or her membership in the Chapter for reasons of death, resignation, or expulsion, the Officers may at their discretion refund any or all portions of the former member's dues.
2. The Chapter dues shall be paid to the Treasurer. Dues shall be payable upon joining the Chapter and each year on the anniversary date of joining the organization. Dues shall apply for a twelve (12) month period. Any member of the organization that fails to pay dues within three (3) months from the anniversary date of joining the Chapter shall immediately forfeit all membership privileges until the appropriate dues have been paid.

#### Article VI. Meetings.

##### Section A. Meeting of Members

Notification for all meetings shall be published in the Chapter Newsletter, or by phone, fax, or e-mail.

1. Meetings of members may be held at such time and place as the President may determine, or may be called by the majority of the Board of Directors. Notice of the meetings to the members, stating the time, place, and in general terms the purpose of the meeting, shall be given to the members no later than the day before the meeting.
2. 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.
3. A minimum quorum of 10% of all members in good standing is required either in person or by proxy to conduct a meeting.
4. A majority vote of the members present is necessary for adoption of any resolution and for the election of a member to an organizational office.
5. The President, or in his or her absence the Vice President, or in the absence of both the President and Vice President, the Secretary, or in the absence of President, Vice President

and Secretary, a Chairman elected by the members present shall call the meeting to order, and shall act as the presiding officer thereof.

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

#### Section B. Annual Meeting

1. The Annual Meeting of the members will be the October meeting of each year.
2. Notice of the Annual Meeting of the members shall be given to each member in good standing at least five (5) days before the meeting.
3. At the Annual Meeting the members shall elect the Officers and/or members of the Board of Directors as constituted by these By-laws.

#### Article VII Chapter Officers

1. The Officers shall be President, Vice President, Secretary, and Treasurer.
2. The term of office for all Chapter Officers shall be two (2) years.
3. The Officers shall be elected at the Annual Membership Meeting and shall hold office for two (2) years from date of installation. Installation of Chapter Officers shall be at the December Chapter Membership Meeting following their election, but no later than January 1<sup>st</sup> following their election.
4. The Treasurer may be bonded in an amount to be determined by the Board of Directors. The premium to bond the Treasurer shall be at the expense of the Chapter.

#### Article VIII. Duties of the Chapter Officers

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

1. The President shall be the Chief Executive Officer and Chairperson of the Board of Directors. The President shall have, subject to the advice, direction, and control of the Board of Directors, general charge of the Chapter business. The President shall jointly execute with the Secretary all contracts and instruments which have first been approved by the Board of Directors. The President may call any Special Meeting of the Members of the Board of Directors and/or general Membership. In case of the absence or disability of the Treasurer, the President may execute checks for expenditures authorized by the Board of Directors.
2. The Vice President shall be vested with all the powers and authority of the President and shall perform the duties of the President in the case of the President's absence, disability, or inability, for any reason. The Vice President shall also perform such duties connected with the operations of the Chapter at the suggestion or direction of the President.
3. The Secretary shall have the responsibility to take and publish minutes of all meetings. The Secretary is responsible for publishing notice of all regularly scheduled Membership and Board of Directors Meetings. Additionally, the Secretary is also responsible for publishing notice of Special Membership Meetings. The Secretary, with the assistance of the Membership Chairperson, shall keep a Membership Book, Roster or Record showing the name of each Member. The Secretary shall also be responsible for maintaining the currency and security of the original copies of the Chapter By-laws, Non-profit Incorporation documents, tax-exemption documents, Federal Employer Identification Number, minutes of all meetings, and any other

documents, books, papers, and records as the Officers or Board of Directors direct. The Secretary shall jointly execute, along with the President, all contracts and instruments that have been first approved by the Board of Directors. The Secretary shall perform all other duties incident to the Office of Secretary, subject to the control of the President and the Board of Directors.

4. The Treasurer shall execute all checks authorized by the Board of Directors. The Treasurer shall receive and deposit all funds in a financial institution recognized by the Federal Deposit Insurance Corporation, and approved by the Board of Directors. The Treasurer shall also account for all receipts, disbursements, and the balance of funds on hand. The Treasurer shall perform all other duties subject to the control of the President and the Board of Directors. The Treasurer shall ensure the Chapter obtains and maintains a Federal Employer Identification Number. The Treasurer shall be responsible for the accurate maintenance of all insurance records, including the proper application, binding, and premium payment for all necessary insurance required by the Experimental Aircraft Association, Incorporated. By resolution of the Board of Directors, the Chapter may require joint signatures on all checks drawn on Chapter accounts.

#### Article IX. Chapter Board of Directors

1. The power, business, and the property of the Chapter shall be exercised, conducted and controlled by a Board of Directors of the Chapter. The Board of Directors shall consist of four classes, namely:
  - a. Class I Directors. Those persons who are the Officers of the Chapter as nominated and elected by the Chapter in accordance with these By-laws.
  - b. Class II Directors. There shall be a minimum of three (3) and a maximum of five (5) Class II Directors who shall be elected by the Chapter's members as hereinafter described.
  - c. Class III Directors. There shall be a minimum of three (3) and a maximum of five (5) Class III Directors elected by the Chapter's members as hereinafter described.
  - d. Class IV Director. The most recent past President shall be the Class IV Director.

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. No compensation shall be paid to Directors for serving on the Board of Directors.

2. The Class I and III Directors shall be elected by the members of the organization at the Annual membership meeting held in each odd year and Class II Directors shall be elected by the members at the Annual meeting in each even year. The term of office for each Class II and Class III Director shall expire following the next annual membership meeting in the odd or even year in which such Class is regularly to be elected.
3. In the event that a Class II or Class III Director resigns, dies, or otherwise becomes ineligible or unable to serve on the Board of Directors, the vacancy thereby created shall be filled at the discretion of the Board of Directors. 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 vacancy.
4. Regular meetings of the Board of Directors shall be called at any time or place to be determined by the President. Special meetings of the Board of Directors shall be called at any

time on the order of the President or on the order of not less than a majority of the Board of Directors. Notice of special meetings of the Board of Directors stating the time and, in general terms, the purpose shall be given to the Directors no later than the day before the day appointed for the meeting. If all Directors are present at any meeting, any business may be transacted without previous notice. Five Directors, of which at least two (2) are current Officers of the organization, shall constitute a quorum of the Board of Directors at all meetings, and the affirmative vote of the majority shall be necessary to pass any resolution or authorize any act of the organization.

5. The powers, business, and property of the Chapter 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 Chapter property.

#### Article X. Vacancies (President, Vice President, Secretary, Treasurer)

If the office of President, Vice President, Secretary, or Treasurer become vacant for any reason, the 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 Board of Directors, hold a special election to fill the vacancy(s).

#### Article XI. Chapter Elections

1. The President shall 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.
2. The appointments to the Nominating Committee shall be announced to the 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 Members appointed to the Nominating Committee shall be published in the next Newsletter.
3. Beginning in July, the Nominating Committee shall canvas the current 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 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 Membership seeking any Members who may be interested and who are eligible to run for an elected position.
4. At the September Membership Meeting the Nominating Committee shall present to the Membership the nominations they have obtained. In addition, open nominations will be accepted from the Members during the September Membership Meeting.
5. 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.
6. Elections of Officers and Board of Directors will take place at the Annual Membership Meeting in October. Voting shall be by voice vote except, at the discretion of the President, voting may be by written ballot. If voting is to be by written ballot, the Secretary may be given the responsibility for the development and implementation of a voting process that will include offering absent eligible voting members the opportunity to vote by proxy. Such process shall be reviewed and approved by the Board of Directors prior to its use.
7. All newly elected Officers and Board of Directors shall assume their responsibilities at the December Membership Meeting, but no later than January 1.

## Article XII. Transition of Leadership

1. The Membership recognizes the importance of a smooth transition of Leadership. Therefore, subsequent to the election of Officers and Board of Directors, the incumbent and newly elected Officers and Board of Directors shall organize and hold transition meetings wherein all Chapter records and information will be passed on to the newly elected Officers and Board of Directors.
2. During the transition meetings, the newly elected Officers and the Board of Directors shall review the Chapter By-laws, 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.
3. During the transition meetings the newly elected Officers and Board of Directors shall review the incorporation documents to ensure the Chapter is current in all government obligations and the Chapter is properly incorporated.
4. During the transition meetings the newly elected Officers and 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.
5. During the transition meetings the newly elected Officers and 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 the Experimental Aircraft Association.

## Article XIII. 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 reappointed by the President with a term of office of one year. The standing committees include:

1. Nominating Committee. The Nominating Committee, which is appointed by the President, shall consist of three (3) to five (5) Chapter Members. The purpose of the Nominating Committee is to conduct the annual process of recruiting nominees for the various elected positions within the Chapter and report these nominations to the Membership of the Chapter.
2. Membership Committee. The Membership Committee is responsible for promotion of the organization for the purpose of maintaining and increasing the membership of the organization. The committee shall be responsible for the reviewing the application from any potential new members and informing them of the various membership categories, the purpose of the organization, requirement of membership in the Experimental Aircraft Association of Oshkosh, and the responsibility of members of the organization. The committee shall also be responsible for interviewing members that are dropping their membership in the organization with the intent of determining the cause of this move with the purpose of correcting any problem, perceived or actual, that the member sees.
3. Budget and Finance Committee. The Budget and Finance Committee is responsible for developing and recommending to the Board of Directors for approval, annual income and expenditures budget, conformance to the approved budget, 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 occur together with

recommended corrective action. The Budget and Finance Committee shall also quarterly report to the membership status of income and expense to budget.

The Budget and Finance Committee shall be made up of a minimum of the President and Treasurer. The current President shall be the chair of this committee.

4. Other Standing Committees. Other committees shall be established by resolution of the Board of Directors as it deems necessary. All will report their activities directly to the Board of Directors.

#### Article XIV. Dispute Resolution

In the event a dispute arises within the Chapter, a written petition, endorsed by a quorum of 30% of the Chapter Members, may request intervention by the Chapter Office Staff of the Experimental Aircraft Association, concerning a dispute within the Chapter. The Chapter Membership will cooperate completely and fully with the Chapter Office Staff of the Experimental Aircraft Association, 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 the Experimental Aircraft Association, and it is determined by the Chapter Office Staff of the Experimental Aircraft Association, to be at an impasse, the Chapter agrees and acknowledges the authority and responsibility of the Experimental Aircraft Association, to remove the Chapter Charter. If the Chapter Charter is removed, the Chapter will have no further recognition or affiliation with the Experimental Aircraft Association.

#### Article XV. Amendments

These By-laws may be repealed or amended, or new by-laws may be adopted at any meeting of the members called for that purpose, or at the annual meeting of the members, by a two-thirds majority vote of the voting members of the organization, in attendance or by proxy.

#### Article XVI. Dissolution

This organization may be dissolved by a two-thirds majority vote of voting members in good standing of this organization. In the event the organization is dissolved, the president shall be responsible for turning all organizational records and assets over to the Experimental Aircraft Association, P.O. Box 3086, Oshkosh, Wisconsin 54903-3086.

#### Article XVII. Chapter Charter Authorization

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

I, the undersigned, do hereby certify:

1. That I am the duly elected secretary of EAA Chapter 54 (Speed Holman Chapter), Inc., a Minnesota Corporation, and
2. The foregoing by-laws, consisting of 10 pages, constitute the latest by-laws of the corporation as duly adopted at a meeting of the Board of Directors and Members held the \_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Secretary

Acknowledgement and Acceptance on behalf of:

EAA Chapter 54 (Speed Holman Chapter), Inc.

Chapter President § Signature \_\_\_\_\_ Date \_\_\_\_\_

Chapter Vice President § Signature \_\_\_\_\_ Date \_\_\_\_\_

Chapter Secretary § Signature \_\_\_\_\_ Date \_\_\_\_\_

Chapter Treasurer § Signature \_\_\_\_\_ Date \_\_\_\_\_

EAA Chapter Office (Oshkosh) Representatives § Signature \_\_\_\_\_  
Date \_\_\_\_\_