

CONSTITUTION AND BY-LAWS OF THE  
FORT PAYNE CHAPTER OF THE EXPERIMENTAL AIRCRAFT ASSOCIATION

ARTICLE I

NAME: The name of this organization is Fort Payne Chapter of the Experimental Aircraft Association, Inc.

ARTICLE II

LOCATION OF OFFICE: The office for the transaction of business for the organization shall be located in the Fort Payne, Alabama area.

ARTICLE III

PURPOSE: The purposes of this non-profit, educational Association are to

- (a) Promote and encourage the sport and hobby of recreational aviation;
- (b) Cooperate with and assist governmental 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) Any person who is of good moral character and a member of EAA International or its subgroups, their spouse and dependents is eligible for Chapter membership;
- (b) Any eligible person desiring to become a member must notify the Chapter in the prescribed manner including appropriate dues;
- (c) An Honorary Member shall be any person appointed by a majority of

of Chapter members as such a member.

SECTION II. CLASSIFICATION OF MEMBERSHIP:

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

SECTION III: DURATION OF MEMBERSHIP:

- (a) Duration of membership shall be dependent upon continued fulfillment of those requirements which qualified the individual for original membership.
- (b) Duration of Honorary Membership shall be for one year following such appointment by the Board of Directors. Renewal of an Honoray 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 jeopardize this organization may be expelled for 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 non-payment of Chapter dues any any time after the member falls 90 days behind in payment of said dues. Termination of the membership of any member shall no release the said member from the obligation to pay all dues owing to the end of the period of the 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 January 1 of each year for the period of January

1 through December 31;

(b) Members joining at time other than the established dues year will be assessed a pro-rata part of such dues for the months 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 this organization shall be a 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 expenses of the Chapter.

#### 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 members 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 contracts and instruments which have first been approved by the Board of Directors. In case of the absence or disability of 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 President 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

or the Directors.

#### SECTION IV. THE SECRETARY

(a) The Secretary shall have the responsibility to take and publish minutes of all meetings of the members and the Board of Directors. He shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise. He shall keep a proper membership book showing the name of each member of the Chapter of the 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 funds on hand.

(b) The Treasurer 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.

### ARTICLE VII

#### BOARD OF DIRECTORS:

(a) The powers, business and the property of the Chapter shall be exercised, conducted and controlled by a Board of Directors of not less than seven members;

(b) The Board of Directors shall be determined as follows:

1. The current President and Vice-President and immediate Past President.
2. Additional Directors, not to exceed four in number, will be appointed by the President, subject to the approval of the Board.

(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 eight Directors.

(f) Notice of special meetings of the Board of Directors stating the time, and in general terms, the purpose of the meeting; shall be mailed or personally given to the Directors at least 48 hours prior to the time appointed for the meeting. If all Directors shall be present at a meeting, any business may be transacted without previous notice.

(g) A majority of the Directors shall constitute a quorum of the Board of Directors at all meetings and the affirmative vote of a 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 a 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 and perform, or cause to be done and performed, any and every act which the Association may lawfully do and perform.

## ARTICLE VIII

### MEETINGS OF MEMBERS:

(a) ~~(a)~~ All meetings of the members, except as herein otherwise provided, shall be held at a place to be determined by the President.

(b) Notice of any annual meeting of the members shall be given by notice published in a recognized publication of the Chapter before such meeting.

(c) Special meetings of the members may be held at such 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 a like manner as the notice required for the regular meetings.

(e) At any meeting of the members, a quorum shall consist of at least one half of members who are in good standing, represented either in person or by proxy.

(f) The President, or in his absence the Vice-President, or in the absence of the President and 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 unexpired term.

## ARTICLE X

### ELECTIONS:

(a) A nominating committee consisting of Chapter members at large will be formed at the August Chapter meeting of election years.

(b) Selections of the nominating committee will be published at the September meeting.

(c) Nominations from the floor will be accepted prior to the election at the October meeting.

(d) Elections of officers shall be accomplished at the October meeting of the Chapter prior to expiration of the current terms of office.

(e) Election to office requires a majority vote of members present.

## 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 disband, all Chapter records, certificates of incorporation and Charter are to be returned to EAA Headquarters for safekeeping. The assets of the Chapter will be transferred to the EAA Aviation Foundation, a non profit corporation under Federal IRS and Wisconsin State law.

## ARTICLE XIII

### SEAL:

The corporate seal shall read "Fort Payne Chapter of EAA. Corporate Seal."

SECTION I. NO LIQUORS

The club shall have no right to engage in and will not engage in the business of selling; or keeping for sale, or otherwise disposing of any liquors, liquids, or beverages that are prohibited by the laws of the State of Alabama to be manufactured, sold or otherwise disposed of in this State, and the club will not permit its members to keep or store any such prohibited liquors or beverages at or near the premises of the corporation for use by or consumption by its members or others, or for distribution or division among its members or their guests, and the said club will not maintain any unlawful drinking place or any liquor nuisance contrary to the laws of Alabama, and that if it does so, it is understood that its charter and rights as a corporation will be forfeited.

SECTION II. NO GAMING FOR WAGER

The club shall not permit any game to be played for wager, any gambling, or the presence of any gambling device on, or about the premises, or at the clubroom, and if it does these things, it agrees that its charter and rights as a corporation be forfeited. The limitations herein contained shall not be construed so as to prohibit the playing of cards, dominoes, chess or other like amusements where nothing is wagered on the game.

ADOPTED AND RATIFIED this 5 day of May, 1987.

<u>C. Renee Lyons</u>	<u>Len Arch.</u>
<u>John W. Shell III</u>	<u>Belham S. Alder</u>
<u>Eff Bailey</u>	<u>Charles B. Cole</u>
<u>Ray Lane</u>	<u>Charles Jones</u>
<u>Paul Belmont</u>	<u>John Simpson</u>
<u>W.R. Quarry</u>	<u>Bob Peter</u>
<u>Marie Lyons</u>	<u>Mildred Hightower</u>
<u>Paul Steppin</u>	<u>Paul Thomas</u>
<u>Wynon Lyons</u>	<u>Rebecca Thomas</u>
<u>_____</u>	<u>_____</u>