

EAA CHAPTER 555 BYLAWS

ARTICLE I NAME AND LOCATION OF OFFICE

- Section 1. The name of this Corporation shall be EAA Chapter 555, Las Cruces, NM.
- Section 2. The principal office of this Corporation shall be in Dona Ana County in the State of New Mexico.

ARTICLE II PURPOSE

The purpose of this Corporation shall be to promote interest in sport aviation through education, companionship, encouragement and assistance to members and non-members in the construction, maintenance and operation of custom built, antique, and sport aircraft.

ARTICLE III AFFILIATION

This Corporation shall be affiliated with the Experimental Aircraft Association, Inc. as a Chapter, and all members shall become members of said Association in accordance with the Association's Bylaws. This Chapter and its individual Members shall uphold and abide by the Association's Bylaws and other rules and regulations.

ARTICLE IV MEMBERSHIP

- Section 1. Membership in the Corporation shall consist of four classes: Regular, Student, Junior, Honorary and Life.
- Section 2. New Members may be admitted to the Corporation upon an appropriate dues payment.
- Section 3. A Regular Member shall be entitled to participate in all Corporation activities subject to such rules and regulations provided in these Bylaws and/or general policy rules.
- Section 4. Student Members shall be 19 years of age or older as of the date of their application for chapter membership, and shall be enrolled as a full time student at an accredited New Mexico or Texas state college or university. Student Members shall re-certify their full time student status, to the Board of Directors or the Boards designated representative, not later than November 1 of each calendar year. Student Members shall be entitled to

participate in all Corporation activities subject to such rules and regulations as provided in these Bylaws and/or general policy rules excepting that they may not vote or hold office in this Corporation.

- Section 5. Junior Members (ages 14 through 18) shall be entitled to participate in all Corporation activities subject to such rules and regulations as provided in these Bylaws and/or general policy rules excepting that they may not vote or hold office in this Corporation. Junior Members must have the written consent of their parents or guardian to be elected to membership in the Corporation.
- Section 6. Honorary Members shall be entitled to participate in all Corporation activities subject to such rules and regulations as provided in these Bylaws and/or general policy rules excepting that they may not vote or hold office in this Corporation.
- Section 7. Life members may be admitted to the corporation upon payment of ten (ten) years dues in advance and the affirmative vote of the majority of the Board of Directors. A life member shall be entitled to participate in all Corporation activities subject to rules and regulations provided in the Bylaws and or general policy rules.
- Section 8. Any member who fails to establish membership in the national Experimental Aircraft Association within ninety (90) days of joining this Chapter shall be automatically suspended from all Corporation activities until such membership shall be established.
- Section 9. Expulsion of Members. Any member deemed undesirable by acts or deeds that tend to jeopardize the organization can be expelled from membership only at a Special Meeting called for that expressed purpose. (See also Article VIII, Section 3.)

ARTICLE V FINANCES

- Section 1. Dues, newsletter subscription rates, and other such regular periodic expenses to the Corporation as may be approved by the Board of Directors or the general membership, shall be assessed by the Board of Directors at a rate deemed appropriate to meet the financial obligations of the Corporation. Payment of dues and newsletter subscriptions shall be made to the Corporation's Treasurer on or prior to 1 July of each calendar year.
- Section 2. Except as may be otherwise provided in these bylaws, any obligation of Chapter funds in the amount of \$1000.00 or more shall be approved by a simple majority vote of the total, qualified Regular Members of the Corporation. (See also Article VIII, Section 5c)_

- Section 3. Except as may be otherwise provided in these bylaws or by separate, formal Chapter resolution, any obligation of Chapter funds in the amount of \$5,000.00 or more shall be approved by a two-thirds (2/3) majority vote of the total, qualified Regular Members of the Corporation. (See also Article VIII, Section 5c)
- Section 4. Any member who shall owe to the Corporation any sum of money for a period of more than thirty (30) days shall be so notified by written communication from the Treasurer. Subsequent notifications of delinquent payments shall be made only as directed by the Board of Directors.
- Section 5. Any member who shall owe to the Corporation any sum of money for a period of ninety (90) days shall be considered delinquent and shall be suspended from all Corporation activities until all sums owed to the Corporation are paid.
- Section 6. The fiscal year shall be from January 1 through December 31.
- Section 7. Annually during the month of January, the books of account shall be audited by a committee of two (2) members appointed by the Board of Directors. That committee shall submit a written report of their audit, to the Board of Directors, not later than the regular February meeting of the Corporation. A copy of the report or annual audit shall be maintained with the fiscal records of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

- Section 1. The Board of Directors shall be composed of the four (4) Executive Officers of the Corporation, the immediate past President, one Director-at-large, and the Chairman of the Program Committee.
- Section 2. In case of a vacancy in the Board of Directors, the remaining Directors shall fill such vacancy by appointment from the general membership. However, in the event of vacancy of the office of President, the Vice President shall assume the Presidency and a new Vice President shall be appointed. If two (2) or more vacancies exist at one time they shall be filled by a simple majority vote of the members present at a published meeting.
- Section 3. The Board of Directors shall exercise the powers, conduct the business and control the property of the Corporation except that they shall not obligate the Corporation for more than \$999.00 for any item or collection of related items without the approval of the regular membership and

pursuant to the provisions of Article V, Section 2 or Section 3 of these Bylaws.

Section 4. Meetings of the Board.

- a. Regular meetings of the Board of Directors shall be held at a time and place called by the President.
- b. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of three (3) Directors.
- c. 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 each Director no later than the day preceding the day appointed for the meeting. If all Directors shall be present at any meeting, any business may be transacted without prior notice.
- d. Four (4) Directors shall constitute a quorum of the Board at all meetings, and the affirmative vote of a majority shall be necessary to pass any resolution or to authorize any act of the Corporation.
- e. Each member of the Board of Directors shall serve without compensation or reward except as otherwise provided by these Bylaws.
- f. The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings.

Section 5. RESOLUTIONS, RULES AND REGULATIONS. The Board shall adopt such resolutions, rules, and regulations as may be required by these bylaws or as they may deem proper for the conduct of the meetings and management of the affairs of the Corporation. Said resolutions, rules, and regulations shall not be inconsistent with the laws of the Federal Government or the State of New Mexico, Federal Aviation Regulations, the policies of the Experimental Aircraft Association, Inc., or these bylaws.

**ARTICLE VII
OFFICERS**

- Section 1.
- a. The Executive Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer.
 - b. The Executive Officers shall be elected by simple majority vote of the Regular Members present at the published meeting held in

October of even-numbered years beginning in 1998. The Executive Officers shall be installed in office at the January membership meeting first following their election, and they shall hold office for twenty-four (24) months or until their successors are elected and qualified.

Section 2. PRESIDENT

- a. The President shall be the Chief Executive Officer of the Corporation and of the Board of Directors. The President may call any Special Meeting of the members of the Board of Directors and shall preside at all membership meetings and at all meetings of the Board of Directors.
- b. The President shall sign and execute all contracts in the name of the Corporation when authorized to do so by the Board of Directors, and shall have general supervision over the management of the affairs of the Corporation.
- c. The President shall appoint all committees with the approval of the Board of Directors and shall be an ex-officio member of all committees.
- d. With the appropriate assistance of the other officers of the Corporation, the President shall prepare and submit, on behalf of the Corporation, all official, regular and periodic reports on the activities of the Corporation as may be required by the United States Government, the State of New Mexico, or the Experimental Aircraft Association, Inc.

Section 3. 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 that office.
- b. The Vice President shall also perform such duties connected with the operation of the Corporation as he/she may undertake at the suggestion of the President.

Section 4. SECRETARY.

- a. The Secretary shall perform all duties incident to the office of Secretary, subject to the control of the Board of Directors, including: The Secretary shall keep the minutes of all

proceedings of the Members and of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and service of notices of all meetings of the Members and of the Board of Directors. The Secretary shall execute with the President, in the name of the Corporation, all contracts and instruments which have first been approved by the Board of Directors.

- b. The Secretary shall also perform such duties connected with the operation of the Corporation as he/she may undertake at the suggestion of the President. Those duties shall include but not be necessarily limited to assisting the President and the other officers of the Corporation with the preparation of all official, regular and periodic reports as may be required by the United States Government, the State of New Mexico, or the Experimental Aircraft Association, Inc.

Section 5. TREASURER

- a. The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors, including: The Treasurer shall execute, in the name of the Corporation, all checks for expenditures authorized by the Board. The Treasurer shall receive and deposit all funds of the Corporation in the bank selected by the Board of Directors; said funds shall be paid out only by check, except as provided below in Section c. of this Article. The Treasurer shall also account to the Board of Directors for all receipts, disbursements, and balances on hand.
- b. At each published meeting of the Corporation, the Treasurer shall submit, to the regular membership, a summary report on the general financial condition of the organization and any significant fiscal transactions that have occurred subsequent to his/her previous submission.
- c. The Treasurer shall maintain a petty cash fund of not more than \$100.00 and, at the discretion of any Officer of the Corporation, shall make appropriate expenditures from that fund. No single expenditure or related group of expenditures from that fund shall exceed an individual or collective value of \$100.00. Appropriate financial records of deposits-to and expenditures-from this fund shall be maintained by the Treasurer, and such records shall be the subject of specific review and comment in the annual report of audit to the Board of Directors. Monthly expenditures from this

fund shall also be reported to the general membership at each published meeting of the Corporation.

- d. The Treasurer shall assist the President and the other officers of the Corporation with the preparation of all official, regular and periodic reports as may be required by the United States Government, the State of New Mexico, or the Experimental Aircraft Association, Inc. Specifically, the Treasurer shall maintain such financial records for the Corporation as may be required to satisfy the reporting requirements of the aforementioned agencies and/or organizations.
- e. The Treasurer shall also perform such other duties connected with the operation of the Corporation as he/she may undertake at the suggestion of the President.

ARTICLE VIII MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING

- a. One Annual Meeting of the Members shall be held each year during the month of October at a time and place to be determined by the Board of Directors.
- b. The purpose of the Annual Meeting shall be to elect Officers and Directors (even numbered years only), to receive reports from Officers and committees, and for such other business as may properly come before that meeting.
- c. Notice of the Annual Meeting shall be sent by the Secretary to each Member by mail not less than ten (10) days before the meeting. The notice shall set forth the time, place, and agenda of such meeting.

Section 2. **REGULAR MEETINGS.** Regular meetings shall be held as scheduled by the Board of Directors. The Board may change the date of any regular meeting provided members are notified one (1) week in advance.

Section 3. SPECIAL MEETINGS.

- a. Special meetings of the Corporation may be called at the discretion of the President, or by a majority of the Board of Directors or by written petition of at least one-fourth (1/4) of the total Regular Members in good standing. It shall be the duty of the

Secretary to call such Special Meeting within ten (10) days after such demand.

- b. Notice of special meetings stating the time, place and in general terms the purpose thereof shall be given to each member at least five (5) days before such meeting.
- c. No business other than specified in the Notice of the Special Meeting shall be transacted at any Special Meeting excepting that if a simple majority of Regular Members shall be present at any Special Meeting, any business not otherwise prohibited by these Bylaws may be transacted without prior notice.

Section 4. QUORUM. Unless otherwise specified in these bylaws, at any Annual, Special, or Regular Meeting of the Corporation, the Regular Members in good standing who are present at that meeting shall constitute a quorum for conducting the business of the Corporation.

Section 5. VOTING.

- a. At every Annual, Special, or Regular Meeting of the Corporation, each Regular Member in good standing is entitled to only one (1) ballot. In the absence of a Member who is otherwise qualified to participate in any balloting, that member shall have the right to vote by signed, written proxy.
- b. Unless otherwise specified in these bylaws, a simple majority vote of the Regular Members in good standing who are either present or represented by proxy at any published meeting is controlling.
- c. On any matter before the Corporation which requires a ballot by a simple majority (or greater) of the total, qualified Regular Members, an appropriate proxy shall be provided to each qualified member to be received by those members a minimum of ten (10) days prior to the date of the scheduled balloting.
- d. Each proxy shall include, as a minimum (1) a brief description of the subject-of or reason-for the scheduled ballot; (2) the address of the Chapter Secretary, to whom the proxy must be returned; (3) the date the proxy must be received to permit its use during the balloting process; (4) provisions for the member to authorize another qualified Regular Member to execute his/her ballot; and (5) a place for the member to include the date and his/her EAA membership number and signature. In addition, each proxy shall contain a statement to the effect that "A Regular Member's failure to properly execute and return this proxy to the Secretary on or

before the date specified shall constitute authorization for the President, EAA Chapter 555, to exercise that member's vote on the issue(s) to which this proxy pertains."

ARTICLE IX PROGRAM COMMITTEE

In keeping with the spirit and intent of Article II of these Bylaws, special emphasis is placed on the Program Committee to insure that an appropriately informative program is planned for each regular meeting of the general membership. The Chairman of the Program Committee shall be responsible to the President for all activities of the Program Committee, and shall also undertake such other duties related to the Corporation's participation in the educational and recreational activities of the Experimental Aircraft Association, Inc. as may be properly suggested by the President.

ARTICLE X AMENDMENTS

These Bylaws may be amended, repealed or new Bylaws adopted at any Annual, Regular or Special Meeting called for that purpose by a two-thirds (2/3) majority affirmative vote of the total Regular Members in good standing. Members may vote either in person or by signed, written proxy. (See also Article VIII, Section 5c.)

ARTICLE XI DISSOLUTION

- Section 1. The Corporation may be dissolved by affirmative vote of two-thirds (2/3) of the total Regular Members in good standing. (See also Article VIII, Section 5c.)
- Section 2. All funds remaining in the Corporation treasury at the time of dissolution shall, after all obligations of the Corporation have been paid, be distributed as follows:
- a. All of the funds in those accounts identified in the Chapter's financial records as Chapter Administrative Funds (i.e. all moneys other than those in the account(s) identified as "Johnson Fund") shall be paid to the Experimental Aircraft Aviation Foundation, a 501(c)(3) Corporation.
 - b. All of the funds in those accounts identified in the Chapter's financial records as "Johnson Fund" shall be distributed equally between the Experimental Aircraft Aviation Foundation, a 501(c)(3) Corporation, and the Shrines Hospitals for Children, PO Box 31536, Tampa, FL 33631-3356, a 501(c)(3) Corporation, in the name of Dick Johnson (deceased), EAA Chapter 555 .

