

BY-LAWS OF EAA SOUTH BAY CHAPTER 96, INC.

Article 1. Name.

The name of the corporation shall be "EAA South Bay Chapter 96, Inc."

Article 2. Purposes.

The purpose of the corporation shall be as follows:

- a) To promote and encourage the sport and hobby of recreational aviation.
- b) To cooperate with and assist governmental agencies in the development of programs relating to aviation activities.
- c) To promote and encourage aviation safety on the design, construction and operation of all types of aircraft.
- d) To encourage and engage in research for the improvement and better understanding of aviation and the science of aeronautics.
- e) To foster, promote and engage in aviation education.
- f) To promote and encourage grass roots efforts relating to aviation research and development.
- g) To foster closer fellowship among its members through the exchange of ideas of mutual interest.
- h) To operate a local Chapter of the Experimental Aircraft Association, Inc. (the EAA), to cooperate with the EAA and to further the goals and purposes of that Association within the geographic area served by the corporation and to comply in all respects with all policies and procedures of the EAA as that Association might establish for its Chapters at any time from time to time.

Article 3. Location of Office.

The location of the principal office of the corporation shall be in the city of Torrance, County of Los Angeles or at such other place within the State of California as the Board of Directors may from time to time determine.

Article 4. Membership.

Section A. Eligibility for Membership and Benefits of Membership.

- (i) Any Person who is of good moral character and who is, at the time of application and at all times thereafter, a member in good standing of the Experimental Aircraft Association, Inc. (or a spouse or a child of a member in good standing of the EAA) is eligible for membership in this Chapter.
- (ii) Any Eligible person desiring to become a member of this Chapter shall make an application for such membership in such form as may be prescribed from time to time by the Board of Directors and shall pay such dues as the Board of Directors may from time to time require of Chapter members.
- (iii) Any Honorary Member shall be any person so elected by the Board of Directors.
- (iv) A Family Member shall be any spouse or child (18 and under) of a member, other than an Honorary Member.
- (v) Except for voting rights, all members, Honorary Members and Family Members shall receive all the benefits of Chapter membership.

Section B. Voting Members.

A voting member shall be any member of the Chapter in good standing, but shall not include Honorary Members not Family Members, provided that a spouse or child of a member, or and Honorary Member, may become a voting member of the Chapter if he or she individually meets the requirements of Section

A(i) and A(ii) above of this Article. Each voting member shall have one vote, to be exercised in person or by proxy, at each regular or annual meeting of the Chapter membership.

Section C. Duration of Membership.

- (i) Duration of membership shall be dependent upon continued fulfillment of all the requirements, which qualified the individual for original membership so that, as an example by way of illustration and not limitation, an individual's membership in the Chapter shall terminate automatically upon his or her failure to continue as member in good standing of the EAA or upon his or her failure to pay all required Chapter dues and assessments.
- (ii) Duration of Honorary Membership shall be for one year following his or her appointment by the Board of Directors, and the renewal of such Membership shall require the same actions for an original selection.
- (iii) Any member may be expelled from the membership for committing on or more actions that damage or jeopardize the Chapter; such expulsion may require 75 percent vote of the Chapter membership in person or proxy at a regular or special meeting of the Chapter membership.
- (iv) A member may resign from the Chapter at any time upon notice in writing addressed to the Chapter Secretary.

Section D. Membership Dues.

The Chapter dues shall be as established from time to time by the Board of Directors, as shall be required method of payment. No dues shall be required of Honorary Members or Family Members. In the event that a person is a member of the Chapter for partial period, such as in the event of his or her death, resignation or expulsion, the dues for that period may not be adjusted, at the discretion of the Board of Directors. In the event that a membership terminates for any reason, any dues owed by that person to the Chapter shall constitute an enforceable debt owed to the Chapter and such person may be reinstated as a member only after full payment is made of any such accounts.

Section E. Meeting of Members.

An annual meeting of the membership shall be held on the month of October in each year, at a place (within the State of California) and time designated by the President. Special meetings of the membership may be called by the president, by the Board of Directors or by any 10 members; notice of any such meeting shall be sent by first class mail to all the members which is written notice shall set forth the place, date, time and purpose of the meeting. At any membership meeting, a quorum shall consist of the presence (in person or by proxy) of 50 percent or more of the voting membership in good standing and (except as provided in Article 8 below), the affirmative vote of a majority of the members present or represented by proxy shall be necessary for an action, resolution or election. Annual or special meetings of the members shall be called to order and presided over by the President, the Vice-President (if the President is absent) or any other Principal Officer (if the President and Vice-President are absent) meetings shall be guided by Roberts Rules of Order, although strict adherence to those Rules shall not be required unless so requested by majority vote of the members.

Article 5. Officers.

Section A. Principal Officers.

- (i) The Principal Officers of the Chapter shall be a President, Vice-President, Secretary and Treasurer. One person may hold the offices of Secretary and Treasurer. In addition, there may such subordinate officers as may be determined from time to time by the Board of Directors. Only persons who are voting members of the Chapter in good standing shall be eligible to be Principal Officers or subordinate officers of the Chapter. Failure to maintain such standing shall be considered to constitute a resignation from such office.
- (ii) The Principal Officers shall be elected by the members at the annual membership meeting

held in each odd year. The term of each such Officer shall be two years and shall end at the second succeeding annual membership meeting after his or her election. In the event that there is a vacancy among the Principal Offices, whether by resignation, death or otherwise, such vacancy shall be filled by the Board of Directors on an interim basis until the next annual membership meeting, at which time a successor Officer shall be elected by the members. Any such successor shall serve until the next annual membership meeting at which the other Principal Officers are to be elected.

Section B. The President.

The President shall be the Chief Executive Officer of the Chapter and the Board of Directors. He or she may call special meetings of the Board of Directors and, subject to the advice and control of the Board of Directors, shall have general Charge of the business of the Chapter. He or she shall execute with the Secretary all contracts and instruments which have first been approved by the Board of Directors, provided that the Board of Directors may instead vest in anyone of more Principal Officers or subordinate officers the authority to enter into contracts or instruments obligating the Chapter to an expenditure of less than \$500.00.

Section C. The Vice-President.

The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of absence, disability or inability for any reason of the President to perform the duties of his or her office. The Vice-President shall also perform such duties connected with the operation of the Chapter as he may undertake at the direction of the President or the Board of Directors.

Section D. The Secretary.

The Secretary shall keep the minutes of all proceedings of the members and the Board of Directors in books provided for that purpose, and shall attend to the giving and serving of notices of all meetings of the members and the Board of Directors. He or she shall keep such books and papers as the President or Board of Directors may direct. He or she shall execute with the President, in the name of the corporation, all contracts and instruments which must be, and shall have been, approved by the Board of Directors, provided that the Board of Directors may instead vest in anyone or more Principal Officers of subordinate officers the authority to enter into contracts or instruments obligating the Chapter to an expenditure of less than \$500.00. The Secretary shall also perform such duties connected with the operation of the Chapter as directed by the President or the Board of Directors.

Section E. The Treasurer.

The Treasurer shall maintain general responsibility for the payment of all expenditures authorized by the Board of Directors and shall execute in the name of the Chapter, together with the President or Vice President, all checks for expenditures authorized by the Board of Directors, provided the Board of directors may authorize the President, Vice president or Treasurer or any subordinate officer, to execute, without the requirement of any co-signature, all checks in an amount of less than \$500.00. The Treasurer shall also be responsible for the receipt and deposit of all funds of the Chapter in a financial institution selected by the Board of Directors. He or she shall also account for all receipts, disbursements and balances on hand. The Treasurer shall further perform such duties connected with the operation of the Chapter as directed by the President or the Board of Directors. The Treasurer, and such other Principal Officers or subordinate officers as may be designated by the Board of Directors, may be bonded at the expense of the Chapter.

Article 6. Board Of Directors.

Section A. General

The powers, business and the property of the Chapter shall be exercised, conducted and controlled by a Board of Directors of 10 persons. The Board of Directors shall consist of three classes, namely (i) the Class I Directors, who shall be those persons who are the Principal Officers of the Chapter, (ii) three (3)

Class II Directors, who shall be elected by the Chapter members as hereinafter described and (iii) three (3) Class III Directors, who shall be elected by the Chapter members as hereinafter described. Only persons who are EAA and Chapter voting members in good standing shall be eligible to be Directors of the Chapter and a failure to maintain such standing shall be considered to constitute a resignation from the Board. No compensation shall be paid to Directors for serving on the Board.

Section B. Election.

Class II Directors shall be elected by the members at the annual membership meeting held in each even year and the Class III Directors shall be elected by the members at the annual membership meeting held in each odd year. In event that that these By-Laws are adapted at a time when there are already Directors serving in office, the Classification of the existing Directors as Class II or Class III Directors shall be determined by the President. The term of office for each Class II and Class III Director shall expire at the annual membership meeting in the odd or even year in which the Class is regularly to be elected.

Section C. Vacancies.

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 by the members at the next annual membership meeting and the person so elected shall serve as a Class II or Class III Directors, as the case may be, until the next annual membership meeting in the odd or even year in which such Class is regularly to be elected. The fact that there are one or more vacancies on the Board at any time shall not affect the validity of any action taken during the period of such vacancy.

Section D. Meetings.

A regular Annual Meeting of the Board of Directors shall be held during the month of October of each year, at a time and place (within the State of California) selected by the President. Special meetings of the Board of Directors may be called by the President or by the direction of no less than three Directors. Notice of a special meeting shall be in writing and shall state the time, the place and the purpose of the meeting; such notice shall be mailed or personally delivered to each Director at least 48 hours prior to the time and date of the meeting. A quorum shall require the presence of a majority of the Directors then serving in office and the affirmative vote of a majority of the Directors present shall be sufficient for any action, resolution or election. Each Director shall be in person and not proxies or mail ballots shall be permitted, but any action required to be taken by the board of Directors may instead be taken by unanimous written consent of all the Directors when serving in office.

Article 7. Elections.

A Nominating Committee, consisting of at least three Chapter members, shall be selected by the Board of Directors no less than 90 days prior to the annual membership meeting. The appointments to the Nominating Committee shall be announced to the Chapter Members at that time, or earlier if a Nominating Committee has been formed at an earlier date. In addition, the names of the Chapter Members on the Nominating Committee shall be published in the next Chapter Newsletter. The Committee shall select at least one candidate for each PrincipalOffice and position on the Board of Directors to be filled at that meeting. The committee shall present the slate of candidates to the members no less than thirty days prior to the meeting, either by mail or by including such slate in a publication mailed to the members. *(Amended as of Aug 2010.)*

Article 8. Amendments

These By-Laws may be amended or restated by a majority vote of the members present in person or by proxy at the annual membership meeting or any special meeting called for that purpose, provided that the required vote shall be 85 percent with the respect to any amendment deletion of other change to Articles 1, 2(h), 4A(i), 4C(i) and 8 hereof.

