

Bylaws of the Experimental Aircraft Association
Talespinners, Chapter 174
Cincinnati, OH
Adopted 21 October, 2001

ARTICLE I. Name. The name of the Corporation shall be The Experimental Aircraft Association, Talespinners, Chapter 174 (subsequently referred to as the Chapter). The Chapter is incorporated as a “not for profit” corporation under the laws of the state of Ohio.

ARTICLE II. Location. The Chapter operations shall be located at such a place within the state of Ohio and vicinity of Cincinnati as the Board of Directors may from time to time determine.

ARTICLE III. Purpose. The purposes of the Chapter are:

1. To promote and encourage aviation education and safety in design, construction, and operation of all types of aircraft.
2. To foster, promote and encourage the grass roots efforts of non-commercial aviation, and to serve as a means of sharing and exchange of knowledge, experience and skills of aviation subjects among its members.
3. To encourage and engage in research for the improvement and better understanding of aviation and the science of aeronautics.
4. To cooperate with and assist governmental agencies in the development of programs relating to aviation activities.
5. To operate as a local chapter of the Experimental Aircraft Association, Inc. of Oshkosh, Wisconsin (EAA Inc.); to cooperate with that association; and to endeavor to further the goals and purposes of that association within the geographic area served by the Chapter.

ARTICLE IV. Chapter Membership. Chapter membership is open to any person who has an interest in recreational, sport, or other aviation activity. Persons less than 18 years of age will be required to provide a signed letter expressing parental or custodial consent.

1. Membership Classes.

- a) REGULAR CHAPTER MEMBERSHIP is open to any member in good standing of EAA Inc. upon registering with the Treasurer and paying Chapter dues. Compliance with the above shall constitute Chapter “good standing” status. Each regular member in good standing is entitled to one vote at any regular or duly called special meeting of the Chapter membership.
- b) An ASSOCIATE / INTRODUCTORY CHAPTER MEMBER shall be any person who pays Chapter dues, and who has not yet joined EAA Inc. It is the purpose of this classification to provide individuals an opportunity to join the Chapter and learn more about the mission, vision and goals of the Chapter and EAA Inc. before becoming a member of EAA Inc. Associate / Introductory members are not eligible to hold Chapter office. Such membership expires at the end of the regular membership year, is not renewable, and does not include voting privileges.
- c) A FAMILY CHAPTER MEMBER shall be any family person, including parents and children under the age of 19, who pays appropriate Chapter dues and is also a family member of EAA Inc. For voting purposes, each parent in a Family membership shall exercise a single Regular membership vote. Children under the age of 19 are not entitled to vote.
- d) An HONORARY/COMPLIMENTARY MEMBER shall be any person to whom the membership wishes to extend an honorary membership. Honorary memberships shall run for one year from the date of election, and do not include voting privileges.
- e) A SPECIAL CHAPTER MEMBERSHIP is available to any person who, for economic reasons, is unable to pay the Chapter dues and to whom the membership wishes to extend a membership. A special membership includes full voting privileges, except as described in Article XIII.
- f) LIFE MEMBERS may be elected by the membership for extraordinary service to the Chapter and EAA Inc. Life Chapter members have full voting privileges, may hold any office, and are exempt from paying Chapter dues for the rest of their lives. Notwithstanding a) above, Life members are considered members in good standing.

2. Removal of Chapter Members.

- a) Chapter membership is a privilege which requires an appropriate commitment from each member. By registering with the Treasurer, each member agrees to accept the responsibilities of Chapter

- membership, and agrees to promote EAA and this Chapter. In the event that a member fails to meet these requirements, he or she may be asked to relinquish his or her Chapter membership.
- b) Any Chapter member who by deed or action harms or jeopardizes the reputation or assets of the Chapter or of EAA Inc. may be removed from membership by a majority vote of a quorum of eligible members at any regular or special meeting of the membership. In such case dues are not refundable.
3. **Resignation of Membership.** A member may resign his or her membership upon notice in writing delivered to the Secretary or other officer. Resignation is effective as of the date of notice. Dues are not refundable upon resignation.
4. **Rosters.** The roster of members in good standing shall be kept current and made available, in printed form, to any member on request.

ARTICLE V. Membership Dues and Assessments.

1. The amount of annual Chapter dues, and/or time and method of payment, shall be established from time to time by the Board of Directors as approved by the membership. The membership year shall run from the first day of October through the last day of September of the following year. Annual dues for the coming year shall be payable not later than the last day of September.
2. Any member whose dues have not been received by the Treasurer by the last day of October shall be considered as having resigned and shall be dropped from the membership roster. Any former member whose membership has lapsed for non-payment of dues for less than 12 months must pay the full year dues to be reinstated.
3. Honorary, Special and Life members are not required to pay dues. Life members may be required to pay assessments.

ARTICLE VI. Member Payments And Expenses.

1. No officer, Board member or general member shall receive pay for any services to the Chapter, nor shall any operations be conducted for the financial gain of any member.
2. Notwithstanding item 1, any officer or member may be reimbursed for any expenses incurred on behalf of the Chapter.

ARTICLE VII. Chapter Board of Directors.

1. The business and property of the Chapter shall be conducted and controlled by the Chapter Board of Directors (the Board). The Board may authorize the expenditure of up to and including 200 dollars, for the benefit of the Chapter, without vote of the membership.
2. The Board shall consist of the four Executive Officers, the immediate past President, and three to seven additional members to be selected by the President.
3. Election of Board Members. See Elections in Article VIII.
4. Meetings of the Board may be as determined by the Board, or on call of the President, or by a 2/3 majority of the Board.
5. At least one meeting of the Board must be held each year (annual meeting).
6. Notice of Board meetings shall be by mail or personal notice at least 48 hours before the time of the meeting. If all Directors are present at a meeting, any business may be transacted without prior notice.
7. A Quorum of the Board consists of a simple majority (more than half) of the Board members currently serving.

ARTICLE VIII. Officers.

1. **EXECUTIVE OFFICERS.** The Executive Officers of the Chapter shall consist of a President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. In addition, there may be such other subordinate officers and committee chairs 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 Executive Officers or subordinate officers or committee chairs of the Chapter. Failure to maintain good standing shall be considered to constitute a resignation from any office.
2. **TERMS AND SUCCESSION.** The Vice President, Secretary, and Treasurer shall be elected by the members at an Annual Meeting held in November each year. The term of each such officer shall be one year and shall end after the December meeting each year or until a successor is elected. Each year the person who has served as Vice President during the year just ending shall become President for the following year.

3. VACANCIES. If any executive office falls vacant during an officer's term, whether by resignation, death, or otherwise, the office may be filled by a vote of the Board of Directors, or the Board may choose to call an election by the members.
4. ELECTION OF OFFICERS. By the July meeting each year the President shall have appointed a Nominating Committee of at least three members whose names shall be listed in the newsletter. The Nominating Committee shall immediately begin a search for members who will be willing to serve as officers for the following calendar year. Names of those nominated shall be presented at the October meeting and published in the newsletter prior to the November meeting.
5. ELECTIONS. Annual elections shall be by written ballot. Three members shall be appointed by the Board as a Monitoring Committee who shall count the ballots and certify the results to the members. Written proxy votes shall be permitted as detailed by the Board.
6. INSTALLATION OF OFFICERS. New officers shall be installed as the last item of business at the December meeting.
7. RESPONSIBILITIES OF EXECUTIVE OFFICERS.
 - a) The Chapter PRESIDENT shall be the Chief Executive Officer and Chairperson of the 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. The Chapter President shall execute with the Chapter 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. In such circumstances, either the Vice President or Secretary shall be called upon to co-execute such checks.
 - b) 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. The Vice President shall annually recruit an outside certified public accountant or other appropriate party to conduct an audit of the financial records of the Chapter. The Vice President shall also perform such duties connected with the operation of the Chapter as may be directed by the President or the Board of Directors.
 - c) The SECRETARY shall be responsible for:
 - i) Keeping minutes of all proceedings of the meetings of members, and of the Board of Directors. Each month permanent copies of the approved minutes shall be signed by the Secretary and the President and filed in the permanent records of the Chapter.
 - ii) Giving and serving notices of all meetings of the members and of the Board of Directors,
 - iii) Filing an annual application for insurance, and all notices of Class I events, as required by EAA, Inc.,
 - iv) Keeping such other records and papers as the Board of Directors shall direct,
 - v) Executing, 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,
 - vi) Performing such duties connected with the operations of the Chapter as directed by the President or the Board of Directors,
 - vii) Filing the notice of continuing operation with the Secretary of the state of Ohio as required by law. This notice is due in years ending in two and seven.
 - viii) Sending a copy of the membership meeting minutes and a copy of the board meeting minutes, within ten days following each meeting, to the newsletter editor for publication,
 - ix) Completing the annual Chapter Status Report and filing it with EAA headquarters by December 15.
 - d) The TREASURER shall be responsible for:
 - i) The payment of all expenditures authorized by the Board of Directors, or the membership, and shall execute in the name of the Chapter all checks for expenditures so authorized, provided that any other officer may be authorized by the membership, to execute, without the requirement of any co-signature, all authorized disbursements,
 - ii) The receipt and deposit of all funds of the Chapter in a financial institution approved by the Board of Directors. He shall also account for all receipts, disbursements, and balances on hand.
 - iii) Making regular financial reports of the financial condition of the Chapter,
 - iv) Performing such other duties connected with the operation of the Chapter as directed by the Board of Directors and/or members,
 - v) Maintaining and making available a current roster of members in good standing.
 - e) In January of each year, following the closing of the Chapter's fiscal year on December 31, the Treasurer shall make available the previous year's financial records to an audit committee appointed by the Vice President. The audit Committee shall report the results of its findings to the membership not later than March each year.

- f) The Treasurer and such other Principle Officers or subordinate officers as may be designated by the Board of Directors, may be bonded at the expense of the Chapter.

ARTICLE IX. Transition of Leadership.

1. The membership recognizes the importance of a smooth transition of leadership. Therefore, subsequent to the election of officers and directors, the incumbent and newly elected officers and directors shall organize and hold a transition meeting, preferably at the first Board meeting of the year, wherein all Chapter records and information will be passed on to the newly elected officers and directors.
2. During the transition meeting, the newly elected officers and directors shall review the bylaws, goals, mission and vision statements, Articles of Incorporation, tax status, and insurance policies to ensure they are clearly known and understood.
3. During the transition meeting the newly elected officers and 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 meeting the newly elected officers and directors shall review and submit to EAA Inc. the Chapter Status Report and ensure that all proper notifications have been forwarded to the EAA Inc. Chapter Office as prescribed.
5. During the transition meeting the newly elected officers and directors shall review the insurance requirements specified by EAA Inc. and ensure that all proper insurance coverage has been arranged through the appropriate programs of EAA Inc.

ARTICLE X. Meetings of Members.

1. An annual meeting of the membership shall be held in the month of November each year, at a place (within the state of Ohio) and time designated by the Board of Directors.
2. The time and place of regular meetings shall be determined by the Board and notice shall be given beforehand by notice in the Chapter newsletter or by a published long-range schedule available to all members.
3. Special meetings to address an unusual or special problem may be called at any time by the President, a 2/3 majority of the Board, or by a signed notice by any 25 Regular or Life members. Notice of any such "special" meeting shall be given to all members in good standing at least 48 hours in advance and shall indicate date, time, place, and purpose. Notice may be by first class mail, personal contact, telephone, or by e-mail. If called by 25 or more Regular or Life members, their names must be made available with the notices of the meeting and their names shall be included in the minutes of such meeting.
4. CONDUCT OF MEETINGS. Meetings shall be chaired by the President, Vice President, Secretary, or the Treasurer, in that order, or if none are present, a temporary chair shall be elected by the members present.
5. Meetings shall be conducted by Robert's Rules of Order, although strict adherence to those Rules shall not be required unless so requested by a majority of a quorum. Each member has only one vote.
6. QUORUM. At any membership meeting a quorum shall consist of the presence, in person or by proxy, of 25 percent or more of the voting members in good standing as of the previous November 1, except as provided in Article XII. The affirmative vote of a majority of members present, or present by proxy, shall be necessary for adoption of any action, resolution, or election.

ARTICLE XI. Newsletter. The Chapter shall cause to be prepared a monthly newsletter which shall be mailed in a timely manner to each member and to such others as the Board may direct. The purposes shall be to keep members advised of Chapter activities, the times, dates, and places of such activities, and other aviation related information as may be of use to the members. The newsletter editor shall be responsible for sending a copy of the newsletter to EAA, Inc, by first class mail within 3 days of publication.

ARTICLE XII. Amendments to These Bylaws. These bylaws may be amended by a vote of members present in person or by proxy at any regular or special meeting of members. All members in good standing must be notified, by first class mail or notice in the newsletter, prior to the meeting, of the intent to offer such change, including all particulars of the proposed change. Voting participation of at least fifty percent (50%) of the total Regular and Life membership, and an affirmative vote of at least eighty percent (80%) of the voting members, is necessary for adoption of the change.

ARTICLE XIII. Dissolution.

1. The Chapter may be dissolved by a two-thirds majority vote of the total Regular and Life voting members.
2. In the event of the dissolution of the Chapter, all remaining assets of any kind shall be transferred to the Experimental Aircraft Association, Inc. of Oshkosh, Wisconsin. [end of document]