

BYLAWS
OF
EAA CHAPTER 25

Article I. Name.

The name of this organization is EAA Chapter 25.

Article II. Location of Office.

The office for the transaction of business for this Chapter shall be located in the Minneapolis/Saint Paul, Minnesota metropolitan area.

Article III. Association.

This Chapter shall abide by the Constitution, Bylaws and instructions of the National Headquarters of the Experimental Aircraft Association, Inc., of Oshkosh, Wisconsin, unless such Constitution Bylaws or instructions conflict with the provisions of Article II of the Amended and Restated Articles of Incorporation of this corporation.

Article IV. Membership.

Section I. Eligibility for Membership.

- a. Any person who is of good moral character and a member of the Experimental Aircraft Association or its subgroups, their spouse and dependents is eligible for regular Chapter membership.
- b. Any eligible person desiring to become a regular member must notify the Chapter in the prescribed manner including payment of appropriate dues.
- c. An Honorary Member shall be any person appointed by a majority of Chapter members as such a member.

Section II.

- 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 member's 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 Honorary 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, at any time after the member falls 90 days behind in payment of said dues. Termination of the membership of any member shall not release the said member from the obligation to pay all dues owing to the end of the period of the membership.

Article V. Dues

Section I. Rate of Assessment

- a. Rate of assessment will be determined by the financial obligations of the organization and approved by the membership and the payment of dues shall be made to the Treasurer.

Section II. Members Not Subject to Dues

- a. 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.
- b. Their term of office will be one year with all officers being elected by the voting membership present at the annual meeting.

Section II. President.

- a. The President shall be the chief executive officer of the Chapter; may call any special meeting of the membership and shall have general charge of the business of the Chapter.

Section III. Vice-President.

- a. The Vice-President shall be vested with all the powers and shall perform the duties of the President in the case of absence, disability or inability for any reason of the President to perform the duties of such office.

Section IV. Secretary.

- a. The Secretary shall keep the Minutes of all proceedings of the members and directors in a book or books provided for that purpose and shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors and otherwise.

Section V. Treasurer.

- a. The Treasurer 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. The Treasurer shall account for all receipts, disbursements and the balance of funds on hand. The Treasurer, or his designee, shall keep a proper membership book showing the name of each member of the Chapter.

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 Officers and immediate past President.
 - (2) Additional Directors not to exceed eight in number 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. A majority of the Directors shall constitute a quorum of the Board 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.
- g. Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota statutes, section 317A.011, subd. 18), or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section (g) shall not invalidate any contract or transaction to which this corporation is a party. This Section does not authorize any act of "self-dealing" as defined in Section 4941(a) of the Internal Revenue Code of 1986.

Article VIII. Meeting of Members.

- 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. other 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. At any meeting of the Members, a quorum shall consist of 25 members who are in good standing.
- e. 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.
- f. At every meeting of the Members, each voting member shall have only one vote.

- g. 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. Election of Officers.

- a. Nominations for Officers to be elected in any year may be made at the September meeting of the Chapter. An election shall be held at the Annual Meeting in October of each year.

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 meetings.