

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT
ASSOCIATION
(Adopted February 28, 1972)**

ARTICLE I - NAME

The name of this organization shall be 'The Greater Milwaukee Chapter of the Experimental Aircraft Association'.

**ARTICLE II -ORGANIZATION and ARTICLES OF ASSOCIATION
(amended, see amendment 1-11)**

- a. This Chapter will be a non-profit, self-sustaining body and shall be governed according to the Constitution and By-Laws of the Experimental Aircraft Association and such rules as may be established by it's Board of Directors.**
- b. This Chapter will be governed by 'Roberts Rules of order' except if in conflict with the Constitution and By-laws of this chapter or the Experimental Aircraft Association.**
- c. This Chapter shall be incorporated under the laws of State of Wisconsin as a non-profit organization.**
- d. Final interpretation of the Constitution and By-laws will be made by the Board of Directors.**
- e. (amended, new language added, see amendment 1-11)**

ARTICLE III - PURPOSE

The purpose for which this Chapter is formed are:

- a. To promote Sport Aviation as set forth by the Experimental Aircraft Association.**
- b. To encourage, aid and engage in activities for the improvement and better understanding of aviation and the science of aeronautics. (amended, see amendment 1-11)**
- c. To foster, promote, and engage in the pursuit of improved aviation education.**
- d. To represent the interests of Sport Aviation in the Greater Milwaukee area, to the public and to appropriate local, State, and Federal Agencies and/or representatives.**
- e. To consolidate the goals and objectives of the membership through the holding of regularly scheduled meetings.**

ARTICLE IV - MEMBERSHIP

SECTION I.- Eligibility for Membership.

- a. Membership in this organization is limited to members of the Experimental Aircraft Association who are in good standing.**
- b. An Honorary Member shall be any person so appointed by the Board of Directors as such and approved by the members by a two-thirds vote at any regularly scheduled meeting at which a quorum is present.**
- c. New members will receive copies of the Constitution and By-laws and a list of chapter members as of the previous January 1st. (amended; see amendment 1-4)**

SECTION 2. - Classification of Membership.

- a. A voting Member shall be any member of the Chapter in good standing.**
- b. Honorary members shall not be entitled to vote, nor shall they hold office in the organization.**
- c. Junior Members (under 16 years of age) shall not be entitled to vote or hold office.**

SECTION 3. - Duration of Membership.

- a. Continuity of membership duration is contingent upon payment of dues within sixty (60) days of membership expiration date.**
- b. Duration of Honorary Membership shall be for one year following such appointment. Renewal of an Honorary Membership shall require approval by the Board of Directors.**

SECTION 4. - Expulsion of Members.

Any member deemed undesirable by acts or deeds which are considered to jeopardize this organization, may be expelled from membership at any regular meeting by a three-fourths popular vote of the members present at such meeting providing a quorum is present. (Amended, see amendment 1-13.)

SECTION 5. – Spouse Membership. (See amendment 1-1)

ARTICLE V - DUES

SECTION 1 - Rate of Assessment.

Dues are assessed at a rate as determined by the Board of Directors and approved by a majority vote of the membership, payable at the start of each calendar year.

SECTION 2. - Collection of Dues.

Payment of dues shall be made to the Chapter Treasurer. (amended; see amendment 1-5)

ARTICLE VI - OFFICERS

SECTION 1. - Eligibility.

Individuals must be members in good standing to qualify for holding office.

SECTION 2. - Executive Officers.

- a. The Executive Officers of the Chapter shall be a President, Vice-President, Secretary, and Treasurer.**
- b. The President, Vice-President, Secretary, and Treasurer shall be elected by ballot of the members, and shall hold office for one (1) year from the date of installation, and until their successors are elected and qualified. (amended; see amendment 1-3)**

SECTION 3. - The President.

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, in the name of the Chapter, all certificates of membership. He or the Vice-President shall execute with the Secretary all contracts and instruments which have first been approved by the Board of Directors.

SECTION 4. - The Vice-President.

The Vice-President shall be vested with all 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

office. 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 Board of Directors.

SECTION 5. - The Secretary.

- a. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors in books provided for that purpose. He shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors. (see Article VIII, para. b.) He shall execute with the President or Vice President, in the name of the Chapter, all contracts and instruments which have first been approved by the Board of Directors.**
- b. The Secretary shall have the responsibility to publish minutes of all meetings of the members and the Board of Directors.**
- c. The Secretary shall perform all other duties incident to said office, subject to the control of the President and the Board of Directors and as directed by them.**
- d. An Assistant Secretary may be appointed by the Board of Directors to carry out the duties of the Secretary in his absence.**

SECTION 6. - 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 membership or the Board of Directors. He shall receive and deposit all funds of the organization in a bank selected by the Board of Directors which funds shall be paid out only by check as hereinbefore 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 and as directed by them.**
- c. In the absence of incapacity of the Treasurer, the Board of Directors may delegate the duties of the Treasurer to another individual or individuals.**
- d. The Treasurer shall be bonded in an amount determined by the Board of Directors. The bond premium shall be at the expense of the Chapter.**
(Amended, see amendment 1-10.)

e. An annual audit of the treasury records shall be conducted by a committee of not less than three Chapter members in good standing who do not hold an elected or appointed office. The audit shall be conducted during the first month of the calendar year and prior to a new Treasurer assuming his duties in an official capacity.

ARTICLE VII - BOARD OF DIRECTORS

a. Directors shall be elected by ballot of the members and will include four (4) Directors with terms of two (2) years and three (3) Directors with terms of one (1) year. **(amended; see amendment 1-6)**

b. The powers, business and the property of the Chapter shall be exercised, conducted, and controlled by the Board of Directors.

c. The President shall be a member of, and preside over the Board of Directors as it's chairman. The Board will consist of the Executive Officers, Directors, and Standing Committee Chairman;

with Special Committee Chairman attending as non-voting participants.

d. In the event of a vacancy in the Board, the President shall appoint a replacement, subject to the approval of the other Board members.

e. Regular meetings of the Board of Directors shall be called at a time and place as determined by the President, generally the second Monday of each month, excluding December.

f. Special meetings of the Board of Directors may be called at any time on the order of the President.

g. 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 of authorize any act of the Chapter.

h. The Board of Directors shall cause to be kept a complete record of all proceedings of it's meetings. Such record shall be available to the membership.

I. . The Board of Directors shall have the power and authority to promulgate and enforce all rules and relations pertaining to the use and operation of Chapter property and to do and perform or cause to be done and performed any and every act which the Chapter may lawfully do and perform.

j. Expenditures in excess of one-hundred dollars (\$100.00), after approval by the Board of Directors, must be approved by the members at a regularly scheduled meeting. **(amended; see amendment 1-7)**

k. To remain eligible to serve on the Board of Directors, each member

thereof must attend at least fifty percent (sox) of the meetings of the Directors during each calendar year at which they are eligible to attend.

ARTICLE VIII - MEETING OF MEMBERS

- a. All meetings of the members except as herein otherwise provided, shall be held the fourth Monday of each month except December, at a time and place as determined by the President. (amended; see amendment 1-2) (amended; see amendment 1-8)**
- b. Notice of each regular meeting of the members shall be given in the Chapter Newsletter to all dues paid members.**
- c. Special meetings of the members may be held at such a time and place as the President may direct. Notice of special meetings must be made to all members in good standing.**
- d. At any meeting of the members, a quorum shall consist of fifty percent of members who are in good standing, represented either in person or by proxy. (Amended, see amendment 1-12.)**
- e. Proxy votes must be presented to the presiding official prior to the meeting being called to order.**
- 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 thereof.**
- 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 becomes vacant for any reason, the Vice President shall assume the President's duties for the un-expired term of office. If the office of Vice-president, Secretary, or Treasurer becomes vacant for any reason, the President shall appoint a successor to hold office for the un-expired term, subject to the approval of the Board of Directors.

ARTICLE X - ELECTIONS

- a. Election of Officers and Directors shall take place at the October meeting of the Chapter, to allow adequate time for processing election reports to**

Headquarters for publication. **(amended; see amendment 1-9)**

b. Acceptance of nominations for candidates will be opened at the September meeting and will remain open until the start of balloting at the October meeting.

c. Nominations may be taken from the floor or a nominating committee may be utilized. Use of a nominating committee shall be at the discretion of the President and in no case shall preclude acceptance of nominations from the floor. The membership in attendance at the regularly scheduled meeting may be utilized as a nominating committee with written recommendations. being individually submitted.

d. Election of officers and directors shall be by written ballot. A Ballot Certification Committee of at least three (3) Chapter members in good standing shall be appointed by the President for the purpose of determining election results. **(amended; see amendment 1-9)**

e. Officers will be installed at the first regularly scheduled meeting of the new calendar year.

ARTICLE XI - COMMITTEES

SECTION 1. - Standing Committees.

The President shall appoint a member of the Chapter in good standing to carry out the duties of the Standing Committees. These shall include, but not be limited to, the office of Newsletter Editor, Publicly Chairman, Social Director, Program Chairman, Membership Chairman and Fly-In Coordinator.

SECTION 2. - Special Committees.

The President shall appoint a member of the Chapter in good standing to carry out the duties of Chairman for any special committee the President or the Board of Directors may deem necessary. Directors may serve as Chairman of these Special Committees.

ARTICLE XII - AGENTS

These By-Laws may be amended or new By-laws may be adopted at any meeting of the members at which a quorum exists, by a two-thirds majority vote of those present at such meeting in person or represented by proxy. Copies must be distributed to the membership for review one month prior to any vote for such changes.

ARTICLE XIII - SEAL

A corporate seal may be provided for.

xxENDxx:

AMENDMENTS

This is amendment 1-1 to the:
CONSTITUTION AND BY-LAWS
Chapter 18
EXPERIMENTAL AIRCRAFT
ASSOCIATION
(Adopted February 28, 1972)

Amendment was published in the Chapter 18 Newsletter, Vol.13 -No. 3, for March, 1973. It was approved by the Chapter membership attending the regular chapter meeting, April 23, 1973. The amendment reads as follows:

ARTICLE IV - Section 5 - Spouse Membership

The spouse of members in good standing shall be entitled to participate in Chapter activities without an individual membership, in a non-voting capacity, unless elected or appointed to a voting position on the governing body. Upon being elected or appointed to a voting position, they would, at that time, be required to pay dues on the same basis as any other member.

(As authorized under Article XIII, Section I, Paragraph 4.a., of the Experimental Aircraft Association 'By-Laws')

This is amendment 1-2, to the:

CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT ASSOCIATION
(Adopted February 28, 1972)

Amendment was published in the Chapter 18 Newsletter, Vol. 24, No. 2 for February 1984. It was approved by the Chapter membership attending the regular chapter meeting, November 28, 1983. The board approved this change January 9, 1984.

ARTICLE VIII - MEETING OF MEMBERS (Revised wording)

a. All meeting of the members except as herein otherwise provided shall be held the fourth Tuesday of each month except December at a time and place as determined by the President.

(As authorized under Article XII, - Amendments of the Constitution and By-Laws, Chapter 18.)

This is amendment 1-3, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT
ASSOCIATION
(Adopted February 28, 1972)**

Amendment was published in the Chapter 18 Newsletter, Vol. 28, No. 8, for August, 1988. It was approved by the Board on November 8, 1988 and the regular chapter meeting, November 2S, 1988.

Current wording:

ARTICLE VI - OFFICERS

SECTION 2. - Executive Officers.

b. The President, Vice-President, Secretary and Treasurer shall be elected by ballot of the members, and shall hold office for one (1) year from the date of installation and until their successors are elected and qualified.

Revised wording:

b. The President, Vice-President, Secretary and Treasurer shall be elected by ballot of the membership and shall hold office for two (2) years from the date of installation or until their successors are elected and qualified.

At the time of the first election, after adoption, the President and Treasurer shall be elected for a 2 year term while the Vice-President and Secretary be elected for a 1 year term. Thereafter, the Vice-president and Secretary will be elected during the following year in which the President and Treasurer are elected.

This is amendment 1-4, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT
ASSOCIATION
(Adopted February 28, 1972)**

Amendment was published in the Chapter 18 Newsletter, Vol. 47, No. 6, for August, 2007. It was approved by the Board on May 8, 2007 and at the regular chapter meeting, September 25th, 2007.

Article IV – Membership

Section 1, Paragraph c.

A copy of the Constitution and By-laws and a list of chapter members will be available to all members.

This is amendment 1-5, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT
ASSOCIATION
(Adopted February 28, 1972)**

Amendment was published in the Chapter 18 Newsletter, Vol. 47, No. 6, for August, 2007. It was approved by the Board on May 8, 2007 and at the regular chapter meeting, September 25th, 2007.

Article V-Dues

Section 2

Collection of dues to the chapter treasurer will be via the membership chairman, who is also a board member.

This is amendment 1-6, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT**

ASSOCIATION
(Adopted February 28, 1972)

Amendment was published in the Chapter 18 Newsletter, Vol. 47, No. 6, for August, 2007. It was approved by the Board on May 8, 2007 and at the regular chapter meeting, September 25th, 2007.

Article VII-board of Directors

Paragraph a.

Board of Directors will consist of seven (7) Directors serving two (2) year terms with four (4) being elected in the same year as the Vice-President and Secretary and three (3) being elected in the alternate year along with the President and Treasurer.

This is amendment 1-7, to the:

CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT
ASSOCIATION
(Adopted February 28, 1972)

Amendment was published in the Chapter 18 Newsletter, Vol. 47, No. 6, for August, 2007. It was approved by the Board on May 8, 2007 and at the regular chapter meeting, September 25th, 2007.

Article VII-Board of Directors

Paragraph j.

Expenditures in excess of three-hundred dollars (\$300) after approval by the Board of Directors, must be approved by the members at a regularly scheduled meeting.

This is amendment 1-8, to the:

CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT

ASSOCIATION

(Adopted February 28, 1972)

Amendment was published in the Chapter 18 Newsletter, Vol. 47, No. 6, for August, 2007. It was approved by the Board on May 8, 2007 and at the regular chapter meeting, September 25th, 2007.

Article VIII-Meeting of Members

Paragraph a.

All meetings of the members as herein otherwise provided, shall be held the fourth Tuesday of each month except December, at a time and place as determined by the President.

This is amendment 1-9, to the:

CONSTITUTION AND BY-LAWS

CHAPTER 18

EXPERIMENTAL AIRCRAFT

ASSOCIATION

(Adopted February 28, 1972)

Amendment was published in the Chapter 18 Newsletter, Vol. 47, No. 6, for August, 2007. It was approved by the Board on May 8, 2007 and at the regular chapter meeting, September 25th, 2007.

Article X-Elections

Paragraph a.

Election of Officers and Directors shall take place at the November meeting of the Chapter to allow adequate time for processing election reports to EAA Headquarters.

Paragraph d.

(Added wording) For uncontested positions, the President may ask for a motion to override the requirement for the secret ballot and do a hand vote.

(As authorized under Article XII, - Amendments of the Constitution and By-Laws, Chapter 18.)

This is amendment 1-10, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT
ASSOCIATION
(Adopted February 28, 1972)**

Proposed amendment was published in the Chapter 18 Newsletter, Vol. 48, No. 2, for Feb, 2008 and No. 3, for March, 2008. It was approved by the Board on January 8, 2008 and at the regular chapter meeting, March 25th, 2008.

Article VI-Officers

Section 6 - The Treasurer.

Paragraph d.

(deleted wording) The Treasurer shall be bonded in an amount determined by the Board of Directors. The bond premium shall be at the expense of the Chapter.

(As authorized under Article XII, - Amendments of the Constitution and By-Laws, Chapter 18.)

This is amendment 1-11, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT ASSOCIATION
(Adopted February 28, 1972)**

Proposed amendment was published in the Chapter 18 Newsletter, Vol. 50, No. 10, for October, 2010 and No. 11, for November, 2010. It was approved by the Board on October 13th, 2010 and at the regular chapter meeting November 23rd, 2010.

Article II - Organization – is re-titled to read: Article II - Organization and Articles of Association.

The following language is added to Article II:

e. Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The following language is added to Article III- Purpose:

paragraph b is modified to read as follows:

b. Said corporation is organized exclusively for charitable, education, and scientific purposes in order to encourage, aid and engage in activities for the improvement and better understanding of aviation and the science of aeronautics, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(As authorized under Article XII, - Amendments of the Constitution and By-Laws, Chapter 18.)

This is amendment 1-12, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT ASSOCIATION
(Adopted February 28, 1972)**

Proposed amendment was published in the Chapter 18 Newsletter, Vol. 50, No. 10, for October, 2010 and No. 11, for November, 2010. It was approved by the Board on October 13th, 2010 and at the regular chapter meeting November 23rd, 2010.

ARTICLE VIII- MEETING OF MEMBERS

paragraph d is rewritten as follows:

A quorum is required for any Chapter Membership Meeting; a quorum shall consist of at least one third (1/3) of the Chapter Members in person or by proxy but not less than 10 Chapter Members.

(As authorized under Article XII, - Amendments of the Constitution and By-Laws, Chapter 18.)

This is amendment 1-13, to the:

**CONSTITUTION AND BY-LAWS
CHAPTER 18
EXPERIMENTAL AIRCRAFT ASSOCIATION
(Adopted February 28, 1972)**

Proposed amendment was published in the Chapter 18 Newsletter, Vol. 50, No. 10, for October, 2010 and No. 11, for November, 2010. It was approved by the Board on October 13th, 2010 and at the regular chapter meeting November 23rd, 2010.

ARTICLE IV – MEMBERSHIP

Section 4- Expulsion of Members, is re-written as follows:

Removal of Chapter Membership: Chapter Membership is a privilege, which requires an appropriate commitment from each Chapter Member. Each Chapter Member shall accept the responsibilities of Chapter Membership, and by acceptance agrees to promote EAA and the Chapter. In the event a Chapter Member fails to meet these requirements, they may be asked to relinquish their Chapter Membership in accordance with the following conditions:

- 1. Any Chapter Member, who by intentional negligent or reckless deed or action, harms or jeopardizes the reputation or assets of the Chapter or EAA, may be called before the Chapter Board of Directors and Chapter Officers for review. Upon conclusion of a review, the Chapter Board of Directors and Chapter Officers may upon finding reasonable cause, recommend to the Chapter Membership that said member be removed from Chapter Membership. Said Member may then be removed, by a majority vote of eligible members at any regular or special Chapter Membership Meeting where a quorum exists.**

2. Any Chapter Member who fails to remit their Chapter Membership dues or fails to maintain their Chapter Membership in the EAA shall be considered removed from Chapter Membership.

(As authorized under Article XII, - Amendments of the Constitution and By-Laws, Chapter 18.)