



MILE HIGH EAA CHAPTER 43

BYLAWS

29, November 1998
Revision 1 Dated 9, December 2005

Article I. Name

The name of this organization is *Mile High EAA Chapter 43, Incorporated*.

Article II. Location

The office for the transaction of business for the organization shall be located in *Broomfield, Colorado, Jefferson County*.

Article III. Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

In addition, this organization:

1. promotes and encourages membership in the Experimental Aircraft Association,
2. supports the mission, vision, goals and objectives of the Experimental Aircraft Association through membership programs and services facilitated through the “grassroots” of network of the “EAA Chapter Family”,
3. promotes and encourages an atmosphere where all are welcome to join-in and become a part of recreational aviation through “grassroots” participation,
4. promotes and encourages the sport and hobby of recreational aviation,
5. promotes and encourages an environment that fosters and facilitates safety in the design, construction, restoration, and operation of all types of aircraft, including ultralight vehicles, and
6. promotes a positive, productive, and cooperative relationship between the membership of this organization and those governmental agencies and private enterprises that provide aviation services and aviation facilitates available to the members of this organization.

Article IV. Membership

Eligibility for Membership: Eligibility for membership in this organization is open to any person who has an interest in recreational aviation.

Classifications of Membership: There are five (5) types of membership available in this organization. These memberships are; regular, associate/introductory, honorary/complimentary, special, and family.

The specific details of these membership classifications are described in the following paragraphs:

1. **Regular Membership:** A regular member of this organization shall be any person who meets the requirements of membership in this organization, joins this organization, pays the appropriate membership dues for this organization, and is a member of the Experimental Aircraft Association, Incorporated in Oshkosh, Wisconsin.
2. **Family Membership:** A family member of this organization shall be any family, including parents and children under the age of nineteen (19), who meet the requirements of membership in this organization, joins this organization, pays the appropriate membership dues for this organization, and are family members of the Experimental Aircraft Association, Incorporated in Oshkosh, Wisconsin.
3. **Associate/Introductory Membership:** An associate/introductory member shall be any person who meets the requirements of membership in this organization, joins this organization, pays the appropriate membership dues for this organization, however, who has not yet joined the Experimental Aircraft Association, Incorporated in Oshkosh, Wisconsin.
4. **Honorary/Complimentary Membership:** A honorary/complimentary member shall be any person the membership of this organization wishes to extend a "free" membership to in recognition and appreciation of that person's support for this organization.
5. **Special Membership:** A special member shall be any person who meets the requirements of membership in this organization, however, for economic reasons cannot afford to pay the appropriate membership dues for this organization.

Duration of Membership: Duration of membership shall be dependent upon continued fulfillment of all membership requirements, including the paying of appropriate membership dues in this organization. Duration of membership of Associate/Introductory Membership is limited to one (1) year and must be converted to a Regular Membership or Family Membership in order to continue membership in this organization. Honorary/Complimentary Membership of Special Membership may be extended or continued beyond one (1) year at the discretion of the members of this organization.

Voting Privileges of Membership: Voting privileges of membership in this organization shall be limited to Regular Members, Family Members (excluding children), and Special Members. Associate Members and Honorary/Complimentary Members shall not have voting privileges in this organization.

Expulsion of Membership: Membership in this organization is a privilege, which requires an appropriate commitment from each member. With membership, each member shall accept the responsibilities of membership and by acceptance agrees to promote this organization and protect this organization to the best of their abilities. In the event a member fails to meet the requirements of membership, they agree to accept removal of membership in accordance with the following conditions:

1. Any member, who by deed or action, harms or jeopardizes the reputation or other valuable assets of this organization, may be removed from membership in this organization, by a two-thirds (2/3) vote of eligible members present at any regular membership meeting.
2. Any member who fails to keep their membership dues in this organization current shall have their membership suspended after ninety (90) days. In the event the member's membership dues become one hundred and twenty (120) days over due, it is understood that the member

has voluntarily surrendered their membership in the organization and they shall be considered expelled from membership.

Resignation of Membership: Any member may resign their membership in this organization at any time by delivering to any Officer in the organization written notice of their resignation. The resignation of membership shall become effective on the date as stated in the written notice. In the event the written notice of resignation does not contain an effective date the resignation, the date the member delivers the written notice shall become the date of resignation.

Article V. Membership Dues and Assessments

Membership Dues and Assessments: The organization may at the discretion of the membership determine appropriate dues and assessments for membership. The rate of dues or the amount of assessment shall be determined by the membership at any regular membership meeting by a two-thirds (2/3) vote of eligible members. Dues and assessments shall be paid to the Treasurer of the organization or any person they may designate. Dues are to be annual and are payable upon joining the organization, or on January 1 of each year. Dues shall be wholly earned and will not be pro-rated in the event of expulsion or resignation of membership in the organization. Honorary/complimentary members and special members shall not be required to pay any membership dues or assessments.

Article VI. Officers

Executive Officers:

1. The Executive Officers of this organization shall be; President, 2-Vice Presidents, Secretary, and Treasurer.
2. The term of office for all Executive Officers shall be one (1) year.
3. The Executive Officers shall be elected at the regularly scheduled November membership meeting and shall hold office for one (1) year from the date of installation. Installation of Executive Officers shall be at the January membership meeting following their election.
4. The treasurer may be bonded in an amount to be determined by the Executive Officers of the organization. The bond premium shall be at the expense of the organization.

Duties of the Executive Officers:

1. The President of the organization shall be the Chief Executive Officer of the organization and the Board of Directors. The President of the organization may call any special meeting of the members of the Board of Directors and shall have, subject to the advice and control of the Board of Directors, general charge of the business of the organization. The President of the organization shall execute with the Secretary of the organization all contracts and instruments which have first been approved by the Board of Directors of the organization. In case of the absence or disability to the Treasurer, the President of the organization may execute checks for the expenditures of the organization authorized by the Board of Directors of the organization.
2. The Vice Presidents of the organization shall be vested with all the powers and shall perform the duties of the President of the organization in case of the absence, disability, or inability, for any reason, of the President of the organization, to perform the duties of his office. The Vice Presidents of the organization shall also perform such duties connected with the operations of the organization as he may undertake at the suggestion or direction of the President of the organization.
3. The Secretary of the organization shall have the responsibility to take and publish minutes of all meetings of the members and the Board of Directors. The Secretary of the organization shall attend to the giving and serving of notice of all meetings of the members and Board of Directors and otherwise. The Secretary, with the assistance of the Membership Chairperson, shall keep a proper membership book or record showing the name of each member of the organization, the bylaws of the organization, non-profit incorporation, and such other books and papers as the Board of Directors of the organization may direct. The Secretary shall

execute, along with the President or the organization, in the name of the organization, all contracts and instruments that have been first approved by the Board of Directors of the organization. The Secretary shall perform all other duties incident to the office of Secretary, subject to the control of the President of the organization and the Board of Directors of the organization, as directed by them.

4. The Treasurer of the organization and the President and/or Vice Presidents shall execute in the name of the organization, all checks for the expenditures authorized by the Board of Directors of the organization. The Treasurer of the organization shall receive and deposit all funds of the organization in a bank selected by the Board of Directors of the organization, which funds shall be paid out only by check as provided. The Treasurer of the organization shall also account for all receipts, disbursements and the balance of funds on hand. The Treasurer of the organization shall perform all other duties incident to said office subject to the control of the President and the Board of Directors of the organization as directed by them. The Treasurer of the organization shall be responsible for the accurate maintenance of all insurance records of the organization, including to proper application, binding, and premium payment for all necessary insurance provide or required by the Experimental Aircraft Association.

Article VII. Board of Directors

1. The power, business, and property of the organization shall be exercised, conducted and controlled by the Board of Directors of the organization.
2. The Board of Directors of the organization shall consist of the following:
 - a. Class I Director: Class I Directors shall be the elected President, Vice Presidents, Secretary, and Treasurer.
 - b. Class II Director: Class II Directors shall be four (4) additional members of the organization elected to the position of Class II Director as described herein.
 - c. The term of office for the elected board members will be two (2) years. Two members elected in even numbered years and two elected in odd numbered years.
3. The President of the organization shall preside over the Board of Directors as its Chairman.
4. In case of a vacancy on the Board of Directors for the organization, the President shall appoint a replacement, subject to the approval of a majority of the Board of Directors.
5. Meetings of the Board of Directors of the organization shall be called at any time on the order of the President or on the order of a two-thirds (2/3) majority of the Board of Directors.
6. Notice of Meetings of the Board of Directors of the organization, stating the time and general purpose of the meeting, shall be mailed or personally given to the Board of Directors at least 48 hours prior to the time of the appointed meeting. If all Directors shall be present at a meeting, any business of the organization may be transacted without previous notice of the meeting.
7. A two-thirds (2/3) majority of the Board of Directors of the organization shall constitute a quorum of the Board of Directors at all meetings and the affirmative vote of a majority present shall be necessary to pass any resolution or authorize any act of the organization.
8. Each member of the Board of Directors of the organization shall serve as a Director without compensation.
9. The Board of Directors of the organization shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of the organization property and to do and perform, or cause to be done and performed, any and every act which the organization may lawfully do and perform.

Article VIII. Meeting of Members

1. All meetings of the members of the organization, except as herein otherwise provided, shall be held at a place to be determined by the President of the organization.
2. Notice of any meeting of the members of the organization shall be given by notice published in a recognized publication of the organization, such as the organization newsletter, before such meeting.
3. Special meetings of the members of the organization may be held at such time and place as the President of the organization may determine, or may be called by a two-thirds (2/3) majority of the Board of Directors of the organization.
4. Notice of special meetings of the member of the organization, stating the time and in general terms the purpose of the meeting, shall be given in a like manner as the notice required for the regular meetings.
5. At any meeting of the members of the organization, a quorum shall consist of at least one-half (1/2) of the members who are present and in good standing.
6. The President of the organization, or in his or her absence the Vice President of the organization, or in the absence of the President and Vice President, Chairman elected by the members of the organization present, shall call the meeting of the members of the organization to order and shall act as the presiding officer.
7. At every meeting of the members of the organization, each voting member shall have only one (1) vote. In the absence of a member of the organization, he or she shall have the right to vote by proxy.
8. A majority of the members of the organization present or represented by proxy is necessary for the adoption of any resolution, except any resolution that calls for the organization to separate its relationship with the Experimental Aircraft Association, Incorporated, in which case a majority of not less than eighty percent (80%) of the members of the organization present or represented by proxy is necessary for the adoption of any such resolution.

Article IX. Vacancies (President, Vice President, Secretary, Treasurer)

If the office of President, Vice President, Secretary, or Treasurer of the organization become vacant for any reason, the Board of Directors of the organization shall elect a successor who shall hold the office for the remainder of the normal term.

Article X. Elections

1. The President of the organization shall appoint a nominating committee made up of at least three (3) regular members of the organization. The appointment of the nominating committee shall take place in August.
2. The appointments to the nominating committee will be announced to the members of the organization at the regular meeting of the organization in August. In addition, the names of the regular members of the organization appointed to the nominating committee shall be published in the next newsletter of the organization.
3. Beginning in August, the nominating committee shall canvas current officers and directors of the organization to determine if they wish to seek re-election to their current position in the organization. The nominating committee shall also canvas the members of all committees and groups within the organization to seek out any regular members of the organization who may be interested in seeking an elected position within the organization. Further, the nominating committee shall communicate among the membership of the organization to seek out any other members of the organization who may be interested in seeking an elected position within the organization.
4. At the October regular membership meeting of the organization the nominating committee shall present to the membership of the organization the nominations they have obtained. In addition open nominations will be accepted from the members of the organization present.

5. Once all nominations have been received from the membership of the organization, the slate of nominees will be posted at the regular meeting place of the organization and be published in the next newsletter of the organization.
6. Elections of officers and directors of the organization will take place at the November regular meeting of the membership of the organization. Voting shall be done by written ballot and the election shall be monitored by three (3) members of the organization appointed by the Board of Directors of the organization. All ballots will be counted and confirmed by the monitors and the results of the election announced to the members of the organization present.
7. All elected officers and directors of the organization shall assume their responsibilities at the January regular meeting of the membership of the organization.

Article XI. Transition of Leadership

1. The membership of the organization recognizes the importance of a smooth transition of leadership. Therefore, following the election of officers and directors of the organization, the incumbent and newly elected officers and directors shall organize and hold a transition meeting wherein the records and information of the organization may be passed on to the elected officers and directors of the organization.
2. During the transition meeting, the elected officers and directors of the organization shall review the bylaws of the organization so to ensure they are clearly known and understood.
3. During the transition meeting, the elected officers and directors of the organization shall review the incorporation of the organization to ensure the incorporation is current and that the organization is properly incorporated as a non-profit corporation.
4. During the transition meeting, the elected officers and directors of the organization shall review the reported status of the organization to ensure that all proper notifications have been forwarded to the Experimental Aircraft Association as prescribe.
5. During the transition meeting the elected officers and directors of the organization shall review the insurance coverage requires as specified by the Experimental Aircraft Association to ensure all proper insurance coverage has been arranged through the programs specified by the Experimental Aircraft Association.

Article XIII. Financial Reports and Audits

1. The Treasurer shall prepare quarterly and an annual financial statement for the organization and present a quarterly and annual report of the financial status of the organization to the membership of the organization.
2. The Board of Directors shall arrange to have an internal audit of all financial records of the organization conducted annually. Further, the Board of Directors of the organization shall provide a copy of the written report of the internal audit to the membership of the organization. The Board of Directors of the organization will review any recommendations provided by the internal audit and the Board of Directors shall take appropriate steps to implement any reasonable recommendations provided from the outside audit.
3. If the chapter treasury at any time during the year exceeds eight (8) thousand dollars, the internal audit shall be changed to an outside audit to be conducted by a CPA not connected to the chapter. The appointment of an outside auditor will be done by a two-thirds (2/3) majority vote of the Board of Directors.

Article XIII. Facilities, Tools, and Other Assets

1. The Board of Directors of the organization shall ensure all facilities, tools, and other assets of the organization are properly insured against loss.
2. The Board of Directors shall appoint committees, as they deem necessary to properly manage the facilities, tools, and other assets of the organization, including the promulgation of rules and appropriate procedures so to ensure the proper use of all organization facilities, tools, and other assets.

Article XIV. Flying Clubs

In the event the organization owns and operates an airplane or ultralight for the purpose of providing an airplane or ultralight to the members of the organization to fly or learn to fly, the Board of Directors shall adhere to the rules and procedures as outlined in Attachment 1, Chapter Flying Club Bylaws.

Article XV. Organization Committees

The Board of Directors of the organization shall establish the following committees, as it deems necessary.

1. Welcome Committee
2. Membership Committee
3. Flying Activities Committee
4. Young Eagles Committee
5. Flying Start Committee
6. Fly-In Committee
7. Social Committee
8. Membership Recognition Committee
9. Nomination Committee
10. Builders Support Group Committee
11. Safety Committee
12. Budget & Finance Committee
13. Scholarship Committee

Article XVI. Dispute Resolution

In the event any member, or group of members, of the organization request intervention by Staff of the Experimental Aircraft Association, Incorporated concerning a dispute within the organization, the organization agrees to cooperate completely and fully in the resolution process as may be determined by the Staff of the Experimental Aircraft Association, Incorporated. In the event a dispute within the organization cannot be resolved with the assistance of the Staff of the Experimental Aircraft Association, Incorporated, and it is determined by the Staff of the Experimental Aircraft Association, Incorporated to be at an impasse, the organization agrees and acknowledges the authority and responsibility of the Experimental Aircraft Association, Incorporated to remove the charter as given by the Experimental Aircraft Association, Incorporated. The organization further agrees to cease any further recognition of any affiliation with the Experimental Aircraft Association, Incorporated.

Article XVII. Amendments

The bylaws of this organization may be repealed or amended, or new bylaws may be adopted at any meeting of the members of the organization called for that purpose, or at the annual meeting of the members of the organization, by two-thirds (2/3) majority vote of the voting members of the organization in good standing in the organization in person or by proxy.

Article XVIII. Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office or the organization 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.

Amendment A

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion

- of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable, in conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take the appropriate disciplinary and corrective action.

Article IV Record and Proceedings

The minutes of the governing board and all committees with board delegate powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternative to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principle officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangement and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organization conform to the Organization's written policies are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.