

# **MN CLOUD DANCER'S AEROBATIC CLUB, INC.**

## **Bylaws**

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### **"Minnesota Cloud Dancer's Aerobatic Club, Inc."**

## **Bylaws**

**Date September 8, 2001**

**Article I. Name: Minnesota Cloud Dancers, IAC Chapter 78**

**Article II. Location: Eden Prairie, Minnesota, USA**

**Article III. Purpose**

1. Promote, encourage, and facilitate an atmosphere where all are welcome to join-in and become a part of recreational aerobatic aviation.
2. Promote, encourage, and foster an environment that celebrates and nurtures the participation of families and the spirit of volunteerism within the world of recreational aerobatic aviation.
3. Promote, encourage, and facilitate an environment that fosters safety and high standards in aerobatic flying.
4. To promote and encourage aerobatic education and competition.
5. Promote a positive, productive, and cooperative relationship between the Chapter and those governmental agencies and private enterprises, that provide aviation services and facilities to the benefit of members of the Chapter.
6. Promote, encourage, and facilitate Membership in the EAA (Experimental Aircraft Association) and the International Aerobatic Club (IAC), Inc.
7. Support and promote the mission, vision, goals and objectives of the EAA (Experimental Aircraft Association) and IAC through programs and services within the Chapter family.
8. Have fun!

## **Article IV. Chapter Membership**

Eligibility for Chapter Membership: Eligibility for membership in the Chapter is open to any person who has an interest in recreational aviation, subject to the classifications of membership listed in Article IV, sections 1-5.

Classifications of Chapter Membership: There are five (5) types of Chapter Memberships. These Chapter Membership Classifications include; Regular, Family, Honorary/Complimentary, Special, and Life. The specific details of these Chapter Membership Classifications are described in the following paragraphs:

1. Regular Chapter Membership: A Regular Chapter Member shall be any person who pays Chapter dues and is a Member in good standing of the Experimental Aircraft Association, Incorporated and IAC Incorporated.
2. Family Chapter Membership: A Family Chapter Membership shall be any family, including parents, and children, who pay the appropriate Chapter Membership dues and are Family Members of the EAA (Experimental Aircraft Association), Incorporated and IAC.
3. Honorary/Complimentary Membership: A Honorary/Complimentary Chapter Member shall be any person to whom the Chapter Officers, Chapter Board of Directors, or Chapter Membership wishes to extend an Honorary Chapter Membership. Honorary/Complimentary Chapter Memberships can be given in recognition and appreciation of the support for the Chapter. Honorary/Complimentary Chapter Members may not hold any elected or appointed Chapter Office or Position, nor are they entitled to any voting privileges within the Chapter.
4. Special Chapter Membership: A Special Chapter Member shall be any person, who for temporary or short-term economic reasons is unable to pay the appropriate Chapter Membership dues and to whom the Chapter Officers, Chapter Board of Directors, or Chapter Membership wishes to extend a Chapter Membership. The EAA Chapter Office will extend a one year complimentary EAA Membership to any Special Chapter Member upon written request from the Chapter.
5. Life Chapter Membership: A Life Chapter Membership may be bestowed on an individual Chapter Member at the discretion of the Chapter Officers and Chapter Board of Directors or Chapter Membership. Life Chapter Members must be a member in good standing of the Experimental Aircraft Association, Incorporated. A Chapter Life Membership recognizes the long-term commitment to EAA and the Chapter made by the individual. A Life Chapter Member may hold any Chapter Office, shall have full voting privileges within the Chapter, and is exempt from yearly Chapter dues.

Duration of Chapter Membership: The Duration of a Regular and Family Chapter Membership shall be one (1) calendar year. Honorary/Complimentary or Special Chapter Memberships may be extended or continued beyond one (1) year at the discretion of the Chapter Officers, Chapter Board of Directors, or Chapter Membership. Life Chapter Membership is continuous for the life of the Life Chapter Member and is not transferable, unless the Life Chapter Member fails to maintain a current membership with Experimental Aircraft Association.

Voting Privileges of Chapter Membership: Voting privileges within the Chapter shall be limited to Regular Chapter Members, Family Chapter Members, Special Chapter Members and Life Chapter Members. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.

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 this

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 this Chapter or EAA, may be called before the Chapter Board of Directors for review. Upon conclusion of a review, the Chapter Board of Directors may upon finding reasonable cause, recommend to the 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 Membership in the Experimental Aircraft Association shall be considered removed from Chapter Membership.

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

NOTE: It is the policy of EAA and all EAA Chapters to openly welcome guests and visitors to EAA Chapter functions and activities. While guests and visitors do not enjoy the privileges of a Regular Chapter Member, they are always welcome to participate while they consider the benefits of becoming an EAA Member and Regular Chapter Member.

#### **Article V. Chapter Membership Dues and Assessments**

Chapter Membership Dues and Assessments: The Chapter Officers and Chapter Board of Directors, with the concurrence of the Chapter Membership, will determine appropriate dues and assessments. The rate of dues or the amount of assessment shall be voted on and agreed to by the Chapter Membership at any regular Chapter Membership Meeting or Special Chapter Membership Meeting. The proposed dues or assessment must pass by a majority vote of eligible Chapter Members in attendance. Dues and assessments shall be paid to the Chapter Treasurer, or any person they may designate. Dues are to be paid annually and are payable upon joining and every January 1<sup>st</sup> of each year thereafter. Assessments shall be paid as determined by the Chapter Officers and Chapter Board of Directors, with the majority concurrence of the Chapter Membership. Dues and assessments shall be considered wholly earned and shall not be pro-rated in the event of expulsion or resignation. Honorary/Complimentary Chapter Members and Special Members shall not be required to pay any dues or assessments. Life Chapter Members, while not required to pay dues, however may be required to pay assessments.

#### **Article VI. Meeting of Members**

1. All meetings of the Chapter Members shall be held at a place to be determined by the Chapter President.
2. Notice of any Regular Chapter Meeting of the Chapter Members shall be given before such meeting by notice published in a Chapter publication, such as the Chapter Newsletter, phone, fax, or e-mail.
3. Special Chapter Membership Meetings may be held at such time and place as the Chapter President may determine. Special meetings may also be called by a two-thirds (2/3) majority of the Chapter Board of Directors.

4. Notice of Special Chapter Membership Meetings, stating the location, time, and purpose of the meeting shall be given in the same manner as the notice required for the regular meetings, or by special letter.
5. A quorum is required for any Chapter Membership Meeting; a quorum shall consist of at least one fourth (1/4) of the Chapter Members but not less than 10 Chapter Members.
6. In the absence of the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer, a temporary Meeting Chairman may be appointed by the members of the Chapter Board of Directors and shall act as the presiding officer.
7. At every meeting of the members, each voting member shall have one vote on any question or resolution. In the absence of a member, that member shall have the right to vote by proxy. The Chapter Secretary shall be responsible for the method by which any proxy votes are issued, accepted, or counted.
8. A simple majority of Chapter Members, that are eligible to vote, must be present or represented by proxy for the adoption of any resolution, except for a 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 eligible to vote, present, or represented by proxy, is necessary for the adoption such resolution.

## **Article VII Chapter Officers**

### Chapter Executive Officers:

1. The Chapter Executive Officers shall be Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer, or a combination of Chapter Secretary and Chapter Treasurer.
2. The term of office for all Chapter Executive Officers shall be one (1) year.
3. The Chapter Executive Officers shall be elected at the regularly scheduled November Chapter Membership Meeting and shall hold office for one (1) year, from date of installation. Installation of Chapter Executive Officers shall be at the December Chapter Membership Meeting following their election.
4. The Chapter Treasurer may be bonded in an amount to be determined by the Chapter Executive Officers. The premium to bond the Chapter Treasurer shall be at the expense of the Chapter.

Duties of the Chapter Executive Officers: The following duties shall be performed by the Chapter Executive Officers. The Chapter Executive Officers may, from time to time, be called upon to perform additional duties, they may also, at their discretion, and in conjunction with direction from the Chapter Board of Directors, perform additional duties for the betterment, improvement, and well being of the Chapter.

1. The Chapter President shall be the Chief Executive Officer and Chairperson of the Chapter 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 Chapter Board of Directors. The Chapter President may call any special meeting of the members of the Chapter Board of Directors and/or general membership. In case of the absence or disability of the Chapter Treasurer, the Chapter President may execute checks for expenditures authorized by the Chapter Board of Directors. In such circumstances, either the Chapter Vice President or Chapter Secretary shall be called upon to co-execute such checks.
2. The Chapter Vice President shall be vested with all the powers and authority of the Chapter President and shall perform the duties of the Chapter President in the case of the absence, disability, or inability, for any reason. The Chapter Vice President shall also perform such duties connected with the operations of the Chapter at the suggestion or direction of the

Chapter President. The Chapter Vice President shall annually recruit two (2) Chapter Members to conduct a review and create a report of the financial records of the Chapter. This group shall make an entry in the financial records as to their findings. In addition, the reporting party shall furnish a complete written financial report to the Chapter Board of Directors.

3. The Chapter Secretary shall have the responsibility to take and publish minutes of all meetings. The Chapter Secretary is responsible for publishing notice of all regularly scheduled Membership and Chapter Board of Directors Meetings. Additionally, the Chapter Secretary is also responsible for publishing notice of Special Membership Meetings. The Chapter Secretary, with the assistance of the Chapter Membership Chairperson (if applicable), shall keep a Chapter Membership Book, Roster or Record showing the name of each Chapter Member. The Chapter Secretary shall also be responsible for maintaining the currency and security of the original copies of the Chapter Bylaws, papers of incorporation, tax-exemption documents, and any other documents, books, papers, and records as the Officers or Chapter Board of Directors direct. The Chapter Secretary shall execute, along with the Chapter President, all contracts and instruments that have been first approved by the Chapter Board of Directors. The Chapter Secretary shall perform all other duties incident to the Office of Chapter Secretary, subject to the control of the Chapter President and the Chapter Board of Directors.
4. The Chapter Treasurer will execute all checks authorized by the Chapter Board of Directors. In case of the absence or disability of the Chapter Treasurer, the Chapter President may execute checks for expenditures authorized by the Chapter Board of Directors. In such circumstances, either the Chapter Vice President or Chapter Secretary shall be called upon to co-execute such checks.
5. The Chapter Treasurer shall receive and deposit all funds in a financial institution recognized by the Federal Deposit Insurance Corporation (FDIC) (for U.S. Chapters), and approved by the Chapter Board of Directors. The Chapter Treasurer shall also account for all receipts, disbursements, and the balance of funds on hand. The Chapter Treasurer shall perform all other duties subject to the control of the Chapter President and the Chapter Board of Directors. The Chapter Treasurer shall be responsible for the actuate maintenance of all insurance records, including the proper application, binding, and premium payment for all necessary insurance required by the Experimental Aircraft Association, Incorporated.

#### **Article VIII. Chapter Board of Directors**

1. The business and property of the Chapter shall be conducted and controlled by the Chapter Board of Directors.
2. The Chapter Board of Directors shall consist of the following:
  - a. Class I Director: Class I Directors shall be the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer.
  - b. Class II Director: Class II Directors shall be three (3) additional members elected to the position of Class II Director.
3. The Chapter President shall preside over the Chapter Board of Directors as its Chairperson.
4. In case of a vacancy on the Chapter Board of Directors, the Chapter President may appoint a replacement, subject to the approval of a majority of the Chapter Board of Directors.
5. Meetings of the Chapter Board of Directors may be called at any time by the Chapter President or by a two-thirds (2/3) majority of the Chapter Board of Directors.
6. Notice of Meetings of the Chapter Board of Directors, stating the location, time, and purpose of the meeting shall be mailed, emailed or personally given to each member of the Chapter Board of Directors at least 48 hours prior to the time of the meeting. If all of the members of

the Chapter Board of Directors are present at a meeting, any business of the organization may be transacted without previous notice of the meeting.

7. A simple majority of the Chapter Board of Directors, at least two (2) of which shall be Executive Officers, shall constitute a quorum of the Chapter Board of Directors.
8. Each Member of the Chapter Board of Directors shall serve as a Board Member without compensation.
9. The Chapter Board of Directors shall have the power and authority to enforce all rules and regulations pertaining to the use and operation of the Chapter's property.

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

If the office of Chapter President, Chapter Vice President, Chapter Secretary, or Chapter Treasurer become vacant for any reason, the Chapter Board of Directors shall elect a successor who shall hold the office for the remainder of the normal term, or at the option of the Chapter Board of Directors, hold a special election to fill the vacancy(s).

**Article X. Elections**

1. The Chapter President shall appoint a Nominating Committee made up of at least three (3) Chapter Members. The appointment of the Nominating Committee shall take place no later than July.
2. The appointments to the Nominating Committee will be announced to the members at the regular meeting in July, or earlier if a Nominating Committee has been formed at an earlier date. In addition, the names of the members appointed to the Nominating Committee shall be published in the next Chapter Newsletter.
3. Beginning in July, the Nominating Committee shall canvas the current Chapter Officers and Directors to determine if they wish to seek re-election to their current position or be nominated for any other position. The Nominating Committee shall also canvas the members of all committees and groups to seek those who may be interested in an elected position. Further, the Nominating Committee shall make themselves available to the Chapter Membership seeking any Chapter Members who may be interested and who are eligible to run for an elected position.
4. At the October Chapter Membership Meeting the Nominating Committee shall present to the membership the nominations they have obtained. In addition, open nominations will be accepted from the members during the October Chapter Membership Meeting.
5. Once all nominations have been received, a slate of nominees will be posted at one of the following sites. The regular meeting place, the Chapter website or newsgroup, or any place deemed appropriate by the Nominating Committee. It shall also be published in the next Chapter Newsletter.
6. Elections of Chapter Officers and Chapter Directors will take place at the November Chapter Membership Meeting. Voting shall be done by written ballot and three (3) members appointed by the Chapter Board of Directors shall monitor the election. All ballots will be counted and confirmed by the monitors and the results of the election announced to the members present. If deemed appropriate by the members, the Chapter Secretary shall be responsible for the development and implementation of a process that will offer absent eligible voting members the opportunity to vote by proxy. Such process shall be reviewed and approved by the Chapter Board of Directors prior to its use.
7. All newly elected Chapter Officers and Chapter Directors shall assume their responsibilities at the December Chapter Membership Meeting.

**Article XI. Transition of Leadership**

1. The Chapter Membership recognizes the importance of a smooth transition of Chapter Leadership. Therefore, subsequent to the election of Chapter Officers and Chapter Directors, the incumbent and newly elected Chapter Officers and Chapter Directors shall

- organize and hold a transition meeting wherein all Chapter records and information will be passed on to the newly elected Chapter Officers and Chapter Directors.
2. During the transition meeting, the newly elected Chapter Officers and Directors shall review the Chapter Bylaws, the Chapter Goals, Mission and Vision Statements, Articles of Incorporation, tax status, insurance policies, and an inventory of Chapter property to ensure they are clearly known and understood.
  3. During the transition meeting the newly elected Chapter Officers and Chapter 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 Chapter Officers and Directors shall review and submit the Chapter Status Report to the EAA Chapter Office, and ensure that all proper notifications have been forwarded to the EAA Chapter Office as prescribed.
  5. During the transition meeting the newly elected Chapter Officers and Chapter Directors shall review the insurance requirements specified by EAA for all different types of Chapter activities and ensure that all proper insurance coverage has been arranged through the appropriate programs of the Experimental Aircraft Association.

**Article XII. Financial Reports**

1. The Chapter Treasurer shall prepare an annual financial statement and present the report on the financial status to the membership. The form of the report, will be in written format. The Chapter Board of Directors will determine the method of distributing this report, either by presentation at a Chapter Membership Meeting, Chapter Newsletter, Chapter website, email, or any combination of the aforementioned means.
2. The Chapter Board of Directors, under the direction of the Chapter Vice President, shall arrange annually to have an internal report of all financial records and practices of the Chapter. Further, the Chapter Board of Directors shall make available a copy of the written report to the membership. The Chapter Board of Directors will review any recommendations by the committee and shall take appropriate steps to implement any reasonable recommendations.

**Article XIII. Facilities, Tools, and Other Assets**

1. If the determined value warrants, the Chapter Officers and the Chapter Board of Directors shall ensure all facilities, tools, and other assets are properly insured against loss.
2. The Chapter Officers and Chapter Board of Directors will serve on appropriate committees to properly manage the Chapter's facilities, tools, and other assets.

**Article XIV. Chapter Nominating Committee**

The Chapter Nomination Committee shall consist of 3 Chapter Members. The purpose of the Chapter Nomination Committee is to conduct the annual process of recruiting nominees for the various elected positions within the Chapter and report these nominations to the Membership of the Chapter.

**Article XV. Organization Committees**

The Chapter Board of Directors may establish the committees as it deems necessary to conduct business. Further, the Chapter President may establish work committees to conduct Chapter business.

**Article XVI. Dispute Resolution**

In the event a dispute arises within the Chapter, a written petition, endorsed by a quorum of Chapter members, as defined in Article VI, may request intervention by the Chapter Office Staff of the Experimental Aircraft Association, concerning a dispute within the Chapter. The Chapter Membership will cooperate completely and fully with the Chapter Office Staff of the Experimental Aircraft Association, in the resolution process. In the event a dispute occurs within the Chapter, and it cannot be resolved with the assistance of the Chapter Office Staff of the Experimental Aircraft Association, and it is determined by the Chapter Office Staff of the

Experimental Aircraft Association, to be at an impasse, the Chapter agrees and acknowledges the authority and responsibility of the Experimental Aircraft Association, to remove the Chapter Charter. If the Chapter Charter is removed, the Chapter will have no further recognition or affiliation with the Experimental Aircraft Association.

**Article XVII. Amendments**

The Chapter Bylaws of the Chapter may be repealed, amended, or new Chapter Bylaws adopted at any Regular Chapter Meeting of the members called for that purpose with approval of the Experimental Aircraft Association Staff. The bylaw issue(s) must be passed by a not less than eighty percent (80%) majority vote of the Chapter Members eligible to vote. The vote may be either in person or by proxy.

**Article XVIII. Dissolution**

The Chapter may be dissolved by a two-thirds majority vote of the voting Chapter Members. If the Chapter is dissolved, the Chapter President is responsible for ensuring that all Chapter debts and obligations are paid and the proper disposition of all Chapter records, materials, and assets to the Experimental Aircraft Association, P.O. Box 3086, Oshkosh, Wisconsin, 54903-3086.

Chapter President's Signature \_\_\_\_\_ Date \_\_\_\_\_

Chapter Vice President's Signature \_\_\_\_\_ Date \_\_\_\_\_

Chapter Secretary's Signature \_\_\_\_\_ Date \_\_\_\_\_

Chapter Treasurer's Signature \_\_\_\_\_ Date \_\_\_\_\_

EAA Vice President, Chapter Relation's Signature  
\_\_\_\_\_ Date \_\_\_\_\_