

November 2013

# **BYLAWS OF CASCADE WARBIRD EAA CHAPTER**

ARTICLE 1. Name. The name of the corporation shall be CASCADE WARBIRD EAA CHAPTER.

ARTICLE 2. Squadron Purposes. The purposes of the corporation shall be as follows:

- (a) To provide a forum for the gathering of individuals interested in Warbird aircraft
  - i. To promote and encourage the flying preservation and display of Warbird aircraft
    - (i) To provide a forum for the exchange of experiences and ideas to further the flying preservation and display of Warbird aircraft
    - (ii) To promote, encourage and improve the safety of operating Warbird aircraft
    - (iii) To provide a forum for non-owners to directly engage in activities with Warbird aircraft
  - ii. To promote and honor those individuals who have had the courage to fly Warbird aircraft in the defense of the Freedoms enjoyed by free Nations
  - iii. To foster closer fellowship among its members through the exchange of ideas of mutual interest.
- (b) To foster, promote, and engage in aviation education
- (c) To cooperate with and assist governmental agencies in the development of programs relating to continued flying of Warbird aircraft
  - i. To promote the preservation of the right to continue to fly Warbird aircraft
- (d) To operate as an EAA Warbirds of America Squadron

ARTICLE 3. Location of Office. The location of the principal office of the corporation shall be at 1066 Yates Road, Oak Harbor, WA, 98277, or at such other place within the State of Washington as the Board of Directors may from time to time determine.

#### ARTICLE 4. Membership.

##### Section A. Eligibility for Membership and Benefits of Membership

- (a) Any person who is of good moral character, who has attained the age of eighteen (18) years and who is, at the time of application and at all times thereafter, a member in good standing of the Experimental Aircraft Association, Inc., is eligible for membership in this Squadron.
- (b) Any eligible person desiring to become a member of this Squadron shall make application for such membership on such form as may be prescribed from time to time by the Board of Directors and shall pay such dues as the Board of Directors may from time to time require.
- (c) An Honorary Member shall be any person so elected by the Board of Directors.
- (d) A Family Member shall be any spouse or any child under eighteen years of age of a Squadron member other than of an Honorary member.

##### Section B. Voting Members

A voting member shall be any member of the Squadron in good standing, but shall not include Honorary members or Family members. However, a Family member or an Honorary member may become a voting member of the Squadron if he/she individually meets the requirements of Section 4A(a) and 4A(b) above. Each voting member shall have one vote, to be exercised in person or by proxy, at each meeting of the Squadron membership.

##### Section C. Duration of Membership

- (a) Duration of membership shall be dependent upon the continued fulfillment of all requirements, which qualified the individual for original membership. By way of illustration and not limitation, an individual's membership in the Squadron shall terminate automatically upon his/her failure to continue as a member in good standing of the Experimental Aircraft Association, Inc., or upon his/her failure to pay all required Squadron dues and assessments.
- (b) Duration of the Honorary membership shall be for one year following such election by the Board of Directors, and the continuation of such membership shall require the same action as did the original selection.
- (c) Any member may be expelled from membership for committing one or more actions that damage or jeopardize the Squadron; such expulsion shall require a 75 percent vote of the Squadron membership present in person or by proxy at a meeting of the Squadron membership.

(d) A member may resign at any time upon notice in writing addressed to the Squadron Adjutant.

#### Section D. Membership Dues

The Squadron dues shall be as established from time to time by the Board of Directors, as shall be the time and required method of payment. No dues shall be required of Honorary members or Family members. In the event that a person is a member of the Squadron for a partial dues period, such as in the event of death, resignation, or expulsion, the dues for that period may be adjusted, at the discretion of the Board of Directors.

In the event that a membership is terminated for any reason, any dues owed by that person shall constitute an enforceable debt owed to the Squadron and such person may be reinstated as a member only after full payment is made of any such amounts.

#### Section E. Meetings of Members

An annual meeting of the membership shall be held in the month of January of each year, at a place within the State of Washington, and time designated by the Commanding Officer. Regular meetings of the membership shall be held in such other months and in such locations as the Commanding Officer shall from time to time determine. Special meetings of the membership may be called by the Commanding Officer, by the Board of Directors, or by any ten (10) members. Notice of any such special meeting shall be sent by first class mail or electronic mail to all members, which written notice shall set forth the place, date, time, and purpose of such special meeting.

At any membership meeting, a quorum shall consist of those members present and voting. Except as provided in Article 4C(c) and Article 8, the affirmative vote of a majority of the members present or represented by proxy shall be necessary for any action, resolution, or election.

Meetings of the members shall be called to order and presided over by the Commanding Officer, the Executive Officer (if the Commanding Officer is absent) or any other Principal Officer (if the Commanding Officer and Executive Officer are absent). Meetings shall be guided by Roberts Rules of Order, although a strict adherence to those Rules shall not be required unless so requested by a majority vote of the members.

### ARTICLE 5. Officers

#### Section A. Principal Officers

(a) The Principal Officers of the Squadron shall be the Commanding Officer, the Executive Officer, the Operations Officer, the Adjutant, and the Finance Officer. The offices of the Adjutant and the Finance Officer may be held by one person; in that event, a fifth Principal Officer shall be an Officer-at-Large. The Principal Officers shall comprise the Executive Board of Directors. In addition, there may be such subordinate Officers as may be determined

from time to time by the Board of Directors. Only individuals who are voting members of the Squadron in good standing shall be eligible to be Principal Officers or subordinate Officers of the Squadron. Failure to maintain such standing shall constitute a resignation from such office.

- (b) The Principal Officers shall be elected by the members at the annual membership meeting held in each even-numbered year. The term of each such Officer shall be for two (2) years and shall end at the second succeeding annual membership meeting after his/her election. In the event that there is a vacancy among Principal Officers, whether by resignation, death, or otherwise, such vacancy shall be filled by the Board of Directors on an interim basis until the next annual membership meeting, at which time a successor Principal Officer shall be elected by the members. Any such successor shall serve until the next annual membership meeting at which the other Principal Officers are to be elected.
- (c) The Executive Board of Directors, subject to the advice and consent of the Board of Directors, shall have general charge of the business of the Squadron, using as its guideline the annual budget approved by the Board of Directors.

#### Section B. Commanding Officer (President)

The Commanding Officer shall be the Chief Executive Officer of the Squadron and of the Board of Directors. He/she may schedule regular meetings of the membership and of the Board of Directors as he/she may determine will best promote the stated purposes of the Squadron. He/she may call special meetings of the membership and of the Board of Directors when such becomes necessary. He/she shall execute with the Adjutant in the name of the Squadron all contracts and instruments which have first been approved by the Board of Directors.

#### Section C. Executive Officer (Vice President)

The Executive Officer shall be vested with all the powers and shall perform the duties of the Commanding Officer in case of absence, disability or inability for any reason of the Commanding Officer to perform the duties of his/her office. The Executive Officer shall also perform such duties connected with the operation of the Squadron as he/she may undertake at the direction of the Commanding Officer or the Board of Directors.

#### Section D. Adjutant (Secretary)

The Adjutant shall keep the minutes of all proceedings of the members and of the Board of Directors in 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. He/she shall keep such other books and papers as the Commanding Officer or Board of Directors may direct. He/she shall execute with the Commanding Officer in the name of the Squadron all contracts and instruments which have first been approved by the Board of Directors. The Adjutant shall also perform such duties connected with the operation of the Squadron as he/she may undertake at the direction of the Commanding Officer or the Board of Directors.

#### Section E. Finance Officer (Treasurer)

The Finance Officer shall maintain general responsibility for the payment of all expenditures authorized by the Board of Directors and shall execute in the name of the Squadron all checks for such expenditures. The Finance Officer shall also be responsible for the receipt and deposit of all funds of the Squadron in a financial institution approved by the Board of Directors. He/she shall also account for all receipts, disbursements, and balances on hand. The Finance Officer shall also perform such duties connected with the operation of the Squadron as he/she may undertake at the direction of the Commanding Officer or the Board of Directors.

The Finance Officer and such other Principal Officers or subordinate Officers as may be designated by the Board of Directors may be bonded at the expense of the Squadron.

#### Section F. Operations Officer

The Operations Officer shall have overall knowledge of the Squadron's flight activities and shall be the Squadron's contact in relation to such activities. The Operations Officer shall also perform such duties connected with the operation of the Squadron as he/she may undertake at the direction of the Commanding Officer or the Board of Directors.

#### Section G. Officer-at-Large

The Officer-at-Large shall perform such duties connected with the operation of the Squadron as he/she may undertake at the direction of the Commanding Officer or the Board of Directors.

### ARTICLE 6. Board of Directors

#### Section A. General

The powers, business, and the property of the Squadron shall be exercised, conducted, and controlled by a Board of Directors of thirteen (13) members. The Board of Directors shall consist of two (2) classes, namely five (5) Class I Directors, who shall be those members who are the Principal Officers of the Squadron from time to time, and eight (8) Class II Directors, who shall be elected by the Squadron members as hereinafter described. Only members who are EAA members and Squadron voting members in good standing shall be eligible to be Directors of the Squadron and a failure to maintain such standing shall constitute a resignation from the Board of Directors.

#### Section B. Elections

The Class II Directors shall be elected by the members at the annual membership meeting held in each even-numbered year. The term of office for each Class II Director shall be for two (2) years and shall end at the second succeeding annual membership meeting after his/her election.

#### Section C. Vacancies

In the event that there is a vacancy among Class II Directors, whether by resignation, death, or otherwise, such vacancy shall be filled by the Board of Directors on an interim basis until the next annual membership meeting, at which time a successor Class II Director shall be elected by the members. Any such successor shall serve until the next annual membership meeting at which the other Class II Directors are to be elected. The fact that there are one or more vacancies on the Board of Directors at any time shall not affect the validity of any action taken during the period of such vacancy.

#### Section D. Meetings

An annual meeting of the Board of Directors shall be held in the month of January of each year, at a place within the State of Washington, and at a time designated by the Commanding Officer. Regular meetings of the Board of Directors shall be held in such other months and in such locations as the Commanding Officer shall from time to time determine. Special meetings of the Board of Directors may be called by the Commanding Officer, or by direction of no fewer than three (3) Directors. Notice of any such special meeting shall be sent by first class mail or electronic mail to all the Directors, which written notice shall be delivered not less than 48 hours prior to the meeting and shall set forth the place, date, time, and purpose of such special meeting.

The presence of no fewer than five (5) Directors at any meeting of the Board of Directors shall constitute a quorum and the majority vote of the Directors in attendance shall constitute approval of any question before the Board. Voting shall be in person and no proxies or mail ballots shall be permitted; however, any action required to be taken by the Board of Directors may instead be taken by unanimous written consent of all Directors then serving in office.

#### ARTICLE 7. Nominating Committee

A Nominating Committee comprised of five (5) Squadron members shall be selected by the Board of Directors not less than ninety (90) days prior to the annual membership meeting. The Committee shall select at least one (1) candidate for each Principal Office and for each position on the Board of Directors to be filled at such meeting and shall present the slate of candidates to the members not less than thirty (30) days prior to the meeting, either by first class mail, electronic mail, or by inclusion of such slate in a publication mailed to the members.

#### ARTICLE 8. Amendments

The Bylaws may be amended or restated by a majority vote of the members present in person or by proxy at the annual membership meeting or at any special meeting called for that purpose. However, the required vote shall be 85% with respect to any amendment, deletion, or other change to Articles 1, 2(d), or 8 hereof.