

International Aerobatic Club
Chapter 24, North Texas
BYLAWS
October 2019

ARTICLE I. NAME.

The name of this social club, corporation 501© (7), is the International Aerobatic Club Chapter 24. This social club is a chapter of the International Aerobatic Club, Inc. (IAC), which is a division of the Experimental Aircraft Association (EAA). Hereafter, the social club shall be referred to as "IAC24".

ARTICLE II. PURPOSES.

IAC24 is organized and will be operated exclusively for educational, scientific and/or charitable purposes and, to the extent consistent therewith, will:

- 1.) Promote and encourage aerobatic education.
- 2.) Promote and encourage competition on a National and Regional Level
- 3.) Encourage, aid and engage in research and in education for the improvement of aviation safety through a better understanding of the art of aerobatics.

ARTICLE III. MEMBERSHIP.

Members of IAC24 shall consist of individuals who are first members in good standing of the Experimental Aircraft Association (EAA) and the International Aerobatic Club (IAC), and who apply for membership and are approved by the IAC24 Board of Directors.

A. A voting member shall be a member in good standing with the EAA and paid IAC24 annual dues. Spouses and children of the member are not voting members unless they are first members in good standing of the Experimental Aircraft Association (EAA), and have paid individual IAC24 dues under their name only.

B. An Honorary Member shall be any person appointed by the Board of Directors. Honorary Members shall not be entitled to vote, nor shall they hold office in the club. They do not pay dues. Duration of Honorary Membership shall be for an unspecified period following such appointment by the Board of Directors and may be terminated by the Board of Directors at their discretion.

C. Duration of membership is for a twelve (12) calendar month period from January 1st of one year to December 31st, to be renewed annually. Payment of dues shall be due by January 31st of the year membership in IAC24 is

desired. If a new member joins after June 1st of a calendar year, they will be charged half of the yearly rate of the calendar year.

ARTICLE IV. DUES.

The rate of assessment shall be determined by the Board of Directors. Payment of Dues shall be made to the club treasurer and a member in good standing shall have his or her dues paid currently.

ARTICLE V. OFFICERS.

The Board of Directors of IAC24 shall elect a President, Vice-President, Secretary/Treasurer or Secretary and Treasurer, each of whom shall serve for the period of two (2) years. The President, Vice-President, Secretary and Treasurer will be elected by the Board of Directors every 2 years at the annual Board Meeting. If the office of President, Vice-President, Secretary or Treasurer become vacant for any reason, a successor may be appointed by the Board of Directors by a majority vote of the Directors.

A. The **President** shall be Chief Executive Officer and shall preside at all regular and special meetings of the Board and Membership. He or she may call any regular and special meetings of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of IAC24. He or she shall execute with the Secretary all contracts and instruments necessary to carry on the business of IAC24, provided that said execution has been approved by the Board of Directors.

B. The **Vice-President** shall serve as Executive Officer in the absence of the President and shall perform all other functions designated by the Board of Directors.

C. The **Secretary** shall keep all the records of said IAC24 including minutes of all meetings, shall be responsible for accurate membership records and perform all other functions designated by the Board. The President or the Secretary shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors. He or she shall execute with the President, in the name of IAC24, all contracts and instruments that have been approved by the Board of Directors.

D. The **Treasurer** shall be responsible for keeping accurate financial records of said IAC24, including records disbursements and shall render a semi-annual report to the Board and perform such other functions as designated by said Board.

ARTICLE VI. BOARD OF DIRECTORS.

The Board of Directors shall consist of a minimum of five (5) members and a maximum of nine (9). The Board shall consist of: President, Past President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer if both positions are held by one person), and then enough Members at Large to fill out the rest of the Board of Directors complement.

A. Members at Large of the Board shall be elected by a majority vote of the membership as members to the Board as long as the total number of Board Members does not exceed 9.

B. The election of Board of Directors shall be made by the voting members of IAC24.

C. All directors shall hold office for a minimum duration of 4 years until their successors are duly elected and qualify. All directors must be members in good standing of the club. In case of a vacancy in the Board, the remaining directors may fill such vacancy by appointment and the approval by the membership.

D. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of corporation property and to do and perform or cause to be done and performed any and every act which IAC24 may lawfully do and perform.

E. Each member of the Board of Directors shall serve as a Director without compensations.

ARTICLE VII. MEETING OF THE BOARD OF DIRECTORS.

Regular Meetings. Regular Meetings of the Board of Directors shall be called at the time and place to be determined by the President, subject to a ten (10) day notice. These meetings can be by conference call. Notice shall include an agenda.

Special Meetings. The Board of Directors shall call Special Meetings at any time on the order of the President or on order of two-thirds of the Directors. Notice of Special Meeting of the Board of Directors stating the time and, in general terms, the purpose of the meeting shall be mailed, emailed, or personally given to Directors at least twenty-four hours prior to the time appointed for the meeting.

Annual Meeting. The Annual Meeting shall be held at least once a year at the discretion of the President. A majority of the Directors shall constitute a quorum of the board at all meetings and the affirmative vote of a majority present shall be necessary to pass any resolution or authorize any act of ICA24.

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

ARTICLE VIII. MEETING OF MEMBERSHIP.

A meeting of the membership shall be scheduled at least once a year or more at the discretion of the President.

A. At every meeting of the membership each voting member shall have only one vote. A voting member shall be a member in good standing with paid IAC24 dues. Spouses and children of the member are not voting members unless they are also separate EAA members and have paid IAC24 dues under their name only.

B. To pass a proposal or election it will take a majority vote of the members present.

C. If a member is absent for a meeting, he or she may be represented by proxy if necessary, for the adoption of any resolution and the election of a Director. Proxy may be received by the President in the form of an email or paper vote via traditional US mail.

D. Notice of all meetings shall be published in an Official publication of IAC24, such as the newsletter, website or email notifications.

ARTICLE IX. EXPULSION OF MEMBERS.

Any member deemed undesirable by acts of deeds which are deemed to jeopardize the club can be expelled from membership at any published meeting by a three-fourths ($\frac{3}{4}$ s) vote of the members present at such meeting or those giving their proxy to the President. The proxy may be received by the President in the form of an email or paper vote via the traditional US mail.

ARTICLE X. ELECTIONS.

All candidates for Board of Directors positions shall be members of IAC24 in good standing with current paid dues. Candidates may make their request for candidacy through an email or letter to the President. The President will submit the Candidates names to be published to the members of IAC24 for consideration at least 15 days prior to the annual membership meeting. Candidates will be voted on at the annual membership meeting. Results are to be printed in the IAC24 club newsletter and posted on the IAC24 club website.

ARTICLE XI. COMMITTEES.

The committees of the club may include Safety, Technical, Education and Program, Aerobic Competition and Judging, Election and Membership, plus others deemed necessary by the Board of Directors. The duties of each

committee as well as the number of members serving on a committee shall be determined by the Board or Directors.

ARTILCLE XII. AMENDMENTS.

Amendments to the by-laws may be proposed at any time by either (a) a member of the Board of Directors, or (b) any member of the IAC24. Said proposal (s) shall be considered at a a regular meeting of the Board of Directors. The President may then have the proposed amendment reviewed by the IAC and/or reviewed by legal counsel if deemed necessary by him or her.

Amended or new by-laws may be adopted with a two-thirds (2/3s) majority vote of the Board of Directors present at such meeting in person or as represented by proxy.

ARTICLE XIII. OFFICIAL STATEMENTS.

No member or officer of IAC24 shall issue, publish or make any official statement affecting IAC24 or representing IAC24 without first securing the approval of the President or Board of Directors. This bylaw is not be construed as restricting in any way a member's right in his or her individual capacity to take any position or make any statement he or she so desires, but its intended to prevent any member form attempting to make his or her individual opinion the official position of the IAC24 without approval.

ARTICLE XIV. INDEMNIFICATION OF OFFICERS AND MEMBERS.

Every Officer of IAC24 shall be indemnified by IAC24 against all end liabilities including counsel fees, reasonably incurred or imposed upon such officer in connection with any proceeding to which such officer may be made a party or in which such officer may become involved, by reason of such officer being or having been an officer or member of IAC24 or any settlement thereof, whether or not such officer is an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. In the event of a settlement, however, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of IAC24. Any indemnification made under this Article shall be subject to the provision of the applicable laws of the State of Texas, or if IAC24 is later moved and incorporated in another state, the provisions of the applicable laws of that state.

ARTICLE XV. DISSOLUTION.

The chapter may be dissolved by a two-thirds (2/3s) majority vote of the voting Chapter Members. If the Chapter is dissolved, the Chapter President is responsible for the ensuring that all Chapter Debts and obligations are paid, and the proper disposition of all Chapter records are sent to the EAA Chapter Office at EAA headquarters, P.O. Box 3086, Oshkosh, WI 54903-3086. The Chapter President is also responsible for the disposition of all Chapter materials and assets.