

**HAY MEADOW FLYERS, INC.****BYLAWS**

ADOPTED 12/08/90  
REVISED 6/29/93  
ADOPTED 12/11/93  
REVISED 10/09/11  
ADOPTED 11/12/11

**ARTICLE 1. NAME.** The name of the corporation shall be Hay Meadow Flyers, Inc., also known as EAA Chapter 640, Inc.

**ARTICLE 2. PURPOSES.** The purposes of the corporation shall be as follows:

- A. To promote and encourage the sport and hobby of recreational aviation through the camaraderie of building, restoring, flying and learning.
- B. To foster closer fellowship among its members through the exchange of ideas and mutual interests.
- C. To promote and encourage aviation safety in the design, construction and operation of all types of aircraft.
- D. To foster, promote and engage in aviation education.
- E. To operate as a local chapter of the Experimental Aircraft Association, Inc. (EAA) and to cooperate with the EAA to further the goals and purposes of that Association.

**ARTICLE 3. LOCATION OF OFFICE.** The location of the office of the corporation shall be at the address of the Registered Agent of the Chapter or at such other place within the state of Wisconsin as the Board of Directors may determine.

**ARTICLE 4. MEMBERSHIP.****Section 1. Eligibility for Membership**

- A. Any person who is of good moral character and who is at all times a member in good standing of the Experimental Aircraft Association, Inc.
- B. Any eligible person desiring to become a member of this chapter shall make an application for such membership in such form as is prescribed and shall pay dues required of Chapter members.
- C. An Honorary Member shall be any person nominated by the membership and approved by the Board of Directors.
- D. A Family Member shall be any spouse or child (18 or under) of a member, other than an Honorary Member.

**Section 2. Voting Members.**

- A. A voting member shall be any member of the Chapter in good standing and a member of EAA, Inc.

**Section 3. Duration of Membership.**

- A. An individual's membership in the Chapter shall terminate automatically upon failure to continue as a member in good standing of the EAA, or upon failure to pay all required Chapter dues and assessments.
- B. Any member may be expelled from membership for committing actions that damage or jeopardize the Chapter by a 75% vote of the Chapter membership present at a regular or special meeting of the Chapter.

**ARTICLE 5. CHAPTER FUNDING.**

**Section 1. Dues.**

- A. The annual Chapter dues shall be established from time to time by a vote of the membership upon the recommendation and approval of the Board of Directors, as shall be the time and required method of payment to the Chapter Treasurer.
- B. No dues shall be required of Honorary Members.

**Section 2. Treasury Funds.**

- A. Rate of dues will primarily be established to cover the operating costs of the Chapter.
- B. It is not the Chapter's intent to develop a large treasury surplus for Chapter projects as yet unforeseen, nor to acquire significant assets.
- C. Annual surplus funds over and above estimated future operating costs may be donated or spent in a manner to be determined by the membership.
- D. Special Chapter projects must be underwritten by special assessment or voluntary subscriptions before approval is given by the membership.

**ARTICLE 6. MEETINGS OF MEMBERS.**

**Section 1. Annual Meeting.**

An annual meeting of the membership shall be held in the month of October in each year.

**Section 2. Regular and Special Meetings.**

Regular and special meetings of the members may be held at such time as the President may determine, or may be called by a majority of the Directors.

**Section 3. Meeting Leadership.**

The President, or in his/her absence, the Vice President, or in the absence of both any other Principal Officer shall call the meetings to order and act as the presiding officer thereof.

**Section 4. Quorum and Voting.**

- A. At any meeting of the members a quorum (def: minimum number of members who are in good standing, attending in person or by proxy who must be present for a valid transaction of business) shall consist of 15%.
- B. A majority vote of the members present and by proxy is necessary for the adoption of any resolution and for the election of Principal Officers and Directors.

**ARTICLE 7. OFFICERS.**

**Section 1. Principal Officers.**

- A. The Principal Officers of the Chapter shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by one person.
- B. The Principal Officers shall be elected by the membership at the annual membership meeting held each even year and shall hold office for two years from the beginning of their term, or until their successors are elected.
- C. In the event that there is a vacancy among the Principal Officers, 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 officer shall be elected by the members. Such successor shall serve until the next annual meeting at which the other Principal Officers are to be elected.

**Section 2. President.**

- A. The President shall be the Chief Executive Officer of the Chapter and of the Board of Directors. He/she 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/she shall execute with the Secretary all contracts, instruments and checks which have first been approved by the Board of Directors.

**Section 3. Vice President.**

- A. The Vice President shall be vested with all the powers and shall perform the duties of the President in case of the absence, disability or inability for any reason, of the President to perform the duties of his/her office.
- B. The Vice President shall also perform such duties connected with the operation of the Chapter as he/she may undertake at the suggestion of the President or the Board of Directors.

**Section 4. Secretary.**

- A. The Secretary shall keep the minutes of all proceedings of the members and the Board of Directors in books provided for that purpose. He/she shall attend to the giving and service of notices of all meetings of the members and the Board of Directors and otherwise. He/she shall keep a proper membership book showing the name of each member of the Chapter and the book of By-laws, and such other books and papers as the Board of Directors may direct. He/she shall execute, with President, in the name of the Chapter, all contracts and instrument which have been first approved by the Board of Directors.
- B. The Secretary shall perform such duties connected with the operation of the Chapter as directed by the President.
- C. The Secretary shall perform all duties incident to said office subject to the control of the Board of Directors.

**Section 5. Treasurer.**

- A. The Treasurer and the President shall execute in the name of the Chapter all checks for the expenditures authorized by the Board of Directors. He/she shall receive and deposit all funds of the Chapter in the bank selected by the Board of Directors, which funds shall be paid out only by check as herein before provided. He/she shall also account for any receipts, disbursements and balance on hand.
- B. The Treasurer shall perform such duties connected with the operation of the Chapter as directed by the President.
- C. The Treasurer shall perform all duties incident to said office subject to the control of the Board of Directors.

**ARTICLE 8. BOARD OF DIRECTORS**

**Section 1. General.**

- A. The powers, business and property of the Chapter shall be exercised, conducted and controlled by a Board of Directors of not less than five or more than seven.
- B. The Board of Directors shall consist of all current elected officers, the Past President, and two members at large.
- C. Only persons who are EAA and Chapter voting members in good standing shall be eligible to be a Director.
- 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 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.
- E. To remain eligible to serve on the Board of Directors each member thereof must attend at least 50% of the meetings of the Directors during each calendar year at which they are eligible to attend.

**Section 2. Elections and Vacancies.**

- A. The two Directors at Large shall be elected by the membership in each even year at the same annual meeting where the Principal Officers are elected and shall hold office for two years or until their successors are elected.
- B. In the case of a vacancy on the Board the remaining Directors shall fill such vacancy by appointment until the next annual meeting at which Directors would be elected. If three or more vacancies occur at any one time they shall be filled by a vote of the members at a meeting duly called.

**Section 3. Meetings.**

- A. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of three Directors.
- B. Notice of special meetings of the Board of Directors stating the time and the general terms, and the purpose, shall be mailed or personally given to Directors not later than the day before the day appointed for the meeting.
- C. Four Directors shall constitute a quorum of the Board at all meetings and the affirmative vote of a majority shall be necessary to pass any resolution or authorize any act of the Chapter.
- D. The Board of Directors shall cause to be kept a complete record of all its acts and proceedings of its meetings.

**ARTICLE 9. ELECTIONS.**

- A. A nominating committee consisting of three chapter members at large will be appointed by the President at the August Chapter meeting of election years.
- B. Selections of the nominating committee will be published and announced at the September meeting.
- C. Nominations from the floor will be accepted prior to the election at the October meeting.
- D. The election of Chapter officers and directors will be carried out at the annual meeting in October of each even year, with the new elective term for each officer and director to begin January 1 of the next year. The term of office of all officers will be two years.
- E. Election of properly nominated officers and directors shall be held at the annual meeting of the Chapter and each member in good standing or represented by proxy at the meeting shall be entitled to one vote.
- F. The results of the October elections shall be entered on the Chapter Status Form and returned to EAA Headquarters no later than December 1 so the new mailing lists may be prepared by Headquarters before January 1.

**ARTICLE 10. AMENDMENTS.**

These by-laws may be repealed, amended or restated by a majority vote of the members present in person at the annual membership meeting or at any meeting designated for that purpose, provided that the required favorable vote shall be at least 67% with respect to any amendment, deletion or other changes to Articles 1, 2, 4 [Sections 1(A) and 3(A)] hereof.

RCW  
8/17/90  
Revised 11/2/90  
Revised 11/27/90  
Adopted 12/08/90  
Revised 06/29/93  
Adopted 12/11/93  
Revised 10/9/11 KDM  
Adopted 11/12/11