



Experimental Aircraft Association, Chapter 393, of Concord, California BYLAWS



Article I

NAME

The name of this corporation shall be **Experimental Aircraft Association, Chapter 393, of Concord, California** ("EAA 393"), and is a chapter of the Experimental Aircraft Association, Incorporated ("EAA") headquartered in Oshkosh, Wisconsin, USA. The Non-Profit Corporation was incorporated in California on April 6th, 1972 with California Corporate number C0648837 from the California Secretary of State. The Corporation was also granted 501(c)(3) Non-Profit status from the Internal Revenue Service on May 15th, 2010 under Tax ID 65-1197798.

Article II

Locations

EAA 393 is located at Buchanan Field in Concord, California; with a mailing address of PO Box 6524 Concord, CA 94524-1524. If either changes the secretary will record it below or this section may be amended:

Date of Change	location	mailing	Updated Information
	☐	☐	
	☐	☐	
	☐	☐	
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Article III

Purposes*

The specific and primary purposes for which this corporation is formed are to facilitate educational activities related to aviation, such as the study and investigation of the science of flight, meteorology, navigation, flight safety, aerodynamics, aircraft construction and related skills and sciences.

The general purposes are to:

1. Encourage and assist in the education of youth in aviation.
2. Promote, encourage, and facilitate an environment that fosters safety and high standards in the design, construction, restoration and operation of all types of aircraft.

3. Promote a positive, productive and cooperative relationship between the chapter and those government agencies and private enterprises that provide aviation services and facilities in support of chapter activities.
4. Support and promote the mission, vision, goals and objectives of EAA through programs and services within EAA 393.

Article IV Membership

Section 4.01 Eligibility and Classifications*

Eligibility for membership in EAA 393 is open to any person who has an interest in aviation, subject to the membership classifications as listed below.

1. Regular Membership: A Regular Chapter Member shall be any person who pays chapter dues and is a member in good standing of EAA.
2. Family Membership: A Family Member shall be any family consisting of parents and children under 18 living with them, who pay the appropriate membership dues and are Family Members of EAA.
3. Honorary/Complimentary Membership: An Honorary/Complimentary Chapter Member shall be any person to whom the chapter officers, Board of Directors or membership wishes to extend an honorary membership.
4. Special Membership: A Special Chapter Member shall be any person, who for temporary or short-term economic reasons is unable to pay the appropriate membership dues and to whom the chapter officers, Board of Directors or membership wishes to extend a membership.
5. Life Membership: A Life Membership may be bestowed on an individual chapter member at the discretion of the chapter officers, Board of Directors or membership.

Section 4.02 Removal of a Member

EAA 393 Membership is a privilege. Removal of a member will occur if they:

- Intentionally or recklessly damage EAA 393 or CCC Airport Property
- Jeopardizes the reputation of EAA 393 or EAA

The process for removal will begin with the membership bringing the actions of the member in question to the chapter officers and Board of Directors. Chapter officers and the Board of Directors will then begin a review, which may include, but is not limited to, interviewing the member or other members, discussions with CCC Airport Staff, examination of property, viewing of video or other investigative tools to determine what occurred. They will then discuss the issue at the next regularly scheduled Board Meeting and vote upon the Members' permanent removal.

Members that do not pay their annual dues in a timely manner will be removed from the current membership roster, without review. If they have not been permanently removed from membership they are welcome to pay dues at any time in the future and renew their membership for the current year.

Section 4.03 Chapter Membership Dues

1. Chapter membership is from January 1st to December 31st.
2. The Board of Directors will decide the annual rate of chapter dues.
3. Dues for continuing members are due on January 1st of each year.
4. Members that have not paid their dues by January 31st may be removed from the chapter membership without review.
5. Returning members will be given credit for the year in which they resume paying dues, even if they resume their membership after June 30th.
6. Dues for new members are to be paid with submission of their membership application
7. New Members joining after June 30th will be given credit for the remainder of the current year and the following year.
8. Dues shall be considered wholly earned and no refunds will be issued.

Section 4.04 Membership Meetings

1. Regularly scheduled meetings are determined by the Board of Directors and communicated to the membership with at least one of the following methods - posted on the website, included in the newsletter, emailed, or by phone (talk or text). In the future other electronic forms of communicating meeting schedules may be adopted.
2. Special membership meetings may be called either by the President or majority of the Board of Directors. These meetings must be communicated to the membership with at least 72 hours (3 days) advanced notice; for expediency the preferred method will be by email or phone (talk or text) and must include the location (physical, online or both), time and purpose of the meeting.

Section 4.05 Voting

1. Motions or Resolutions may be presented to the membership at regularly scheduled meetings, special membership meetings or by electronic poll.
2. Members must be a current member of EAA and EAA 393 to be able to vote; if a member has allowed their membership to lapse at EAA they must abstain from voting.

3. Each member is allowed a single vote.
4. Each motion or resolution must receive a simple majority vote of members in attendance at a regularly scheduled or special meeting or from those that respond to an electronic poll.
5. To maintain the voting record:
 - a. The number of members attending a regularly scheduled or special meeting must be recorded with a Yes/No tally.
 - b. Distribution of an electronic poll and the number of respondents must be recorded with a Yes/No tally.

Article V
Board of Directors

Section 5.01 Duties and Powers

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of EAA 393 shall be managed under the direction of the Board, except as otherwise provided by law.

Section 5.02 Board Members

EAA 393 Board of Directors will be comprised of officers, (including past officers, if willing), coordinators and committee chairs. Board positions are for a Two Year Term beginning January 1st of each even year. Any member may resign at any time by giving written notice to the President or Secretary. Resignation will be effective the date provided in the notice, or the date of the notice if no date is provided. Any member that has three (3) consecutive unexcused absences from regularly scheduled board meetings will be considered to have resigned from their position. Board Members will not receive any compensation for carrying out their duties as directors.

Section 5.03 Board Meetings

1. Regularly scheduled meetings are agreed upon by the Board of Directors at the end of the previous year and are open to the general membership and public.
2. Special meetings may be called either by the President or any two (2) Directors. These meetings must be communicated to all Board Members with at least 24 hours (1 day) advanced notice; for expediency the preferred method will be by email or phone (talk or text) and must include the location (physical, online or both), time and purpose of the meeting.

Section 5.05 Voting

1. Motions and Resolutions may be presented to the Board at regularly scheduled meetings, special meetings or by electronic poll.
2. Each member is allowed a single vote.

3. Each motion or resolution must receive a simple majority vote of the Board members in attendance at a regularly scheduled or special meeting or from those that respond to an electronic poll.
4. To maintain the voting record:
 - a. The names of Board Members in Attendance at regularly scheduled or special meeting must be recorded with a yes/no tally.
 - b. Distribution of an electronic poll and the number of respondents must be recorded with a Yes/No tally.

Section 5.06 Nominations for Board Positions and Elections

Anyone that is a member in good standing of EAA and EAA 393 may self-nominate to hold a Board Position by emailing or otherwise notifying the President and/or Secretary at any time specifying what position they are interested in. If the position is vacant at the time of nomination the Board will vote at their next meeting to appoint the member to the vacancy for the remainder of the standard term. If the position is not vacant, the current member may choose to self-nominate for the following term or not. If more than one individual is nominated for any one position, all nominees for that position will present themselves during the September regularly scheduled member meeting so a vote for that/those positions may be held.

Section 5.07 Board Positions

Officers, Coordinators and Committee Chairs

1. The minimum requirement of elected Officers shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by one person. The Board of Directors will be responsible for maintaining the minimum requirement of elected officers. Other Officer positions may include, but are not limited to, 2nd Vice President, 3rd Vice President, Corresponding Secretary, Membership Secretary, Parliamentarian, Webmaster, etcetera. Officers must be 18 years of age or older. If additional officer positions are created by a vote of the Board of Directors, they shall be included in Article VI Elected Officers Descriptions.
2. Coordinators may be an individual or group leading the programs we offer to members and the public, such as, but not limited to the following:

• Young Eagle Workshop Coordinator	• Young Eagle Coordinator
• Dinner / Member Meeting Coordinator	• Scholarship Coordinator
• Speaker Coordinator	• VMC/IMC Coordinator
• Newsletter Coordinator	• Project Coordinator
• Facility Coordinator	• Fly-Out Coordinator
• Membership Coordinator	• Tool Crib Coordinator
• Eagle Flight Coordinator	• Technical Counselor
• Future positions created and suggested by EAA or EAA 393	
3. Committee Chairs are Board Members that choose to volunteer for a temporary assignment on behalf of the Board and Members; such as By-Laws Committee, Financial Committee, Dinner Speakers Committee,

or New Member Committee. These committees can be to research or explore a topic to see if we would like to pursue it further, to host a temporary program or a program for the first time such as developing a Goodie Bag including Chapter Contacts and Information for New Members, or for any other reason that the Board may choose to assemble a committee. These positions may evolve into a Coordinator Position if the Board agrees the temporary assignment is beneficial for EAA 393 long term.

Section 5.08 Suspension or Removal of Board Members

To initiate a review of the conduct of a Board Member; any Member may notify the President or any other Two Directors of any particular incident or series of incidents. They will then begin a review that includes, but is not limited to, interviewing the Board Member, other Board Members, Chapter Members or Members of other Chapters, discussion at a regularly scheduled Board Meeting or with CCC Airport Staff, examination of property or financial records, viewing of video, or other investigative tools to determine if the conduct warrants the Board Member being removed from their position and possibly from Chapter Membership. The review of the conduct must be completed within 30 days and must be presented at a special board meeting convened specifically for that purpose. The Board Member in question must be included in the meeting notification and will be allowed to present their side of the situation during the meeting. The meeting will be an open meeting and all chapter members in good standing will be welcome to attend and hear/see the information presented regarding the possible misconduct. At the conclusion of the meeting the Board of Directors will be allowed to request comment from members in attendance, to discuss the information presented in an open or closed forum at their discretion, and after their deliberations at the end of the meeting they will vote on the following and any other motions or resolutions regarding the issue put forward by current Board Members:

- Will the Board Member be Suspended?
 - Yes - for how long?
- Will the Board Member be Removed from their position?
 - Yes – If removed they will be banned from holding the position in the future.
- Will they be allowed to hold any other positions during the suspension or removal?
 - Yes – which position(s) will they be allowed to hold?
 - No – for how long?
- Will they be suspended or removed from Chapter Membership?
 - Suspended – for how long?
 - If removed they will be banned from chapter membership permanently.

Article VI

Elected Officers Descriptions

Below are descriptions of the duties that are generally and usually assigned to Elected Officer positions; other designated duties may be assigned by the Board of Directors. If additional officer positions are created by a vote of the Board of Directors, they shall be noted by the President and Secretary in the table below or this section may be amended to include them.

Section 6.01 President

The President shall be the principal executive Officer of the Corporation. Subject to the direction and control of the Board of Directors, they shall see that the resolutions and directives of the Board are carried into effect except in those instances in which the responsibility is assigned to someone else by the Board.

Section 6.02 Vice President (1st, 2nd or 3rd)

The Vice President shall, in the absence of the President assume and perform their duties, shall be the financial review committee chair to examine the financial accounts and accounting practices/financial statements of EAA 393 annually or any other designated duties.

2nd Vice President would be primarily responsible for Chapter Development and Membership Recruitment, and in the absence of the Vice President perform their duties or other designated duties.

3rd Vice President would be primarily responsible for Committee Coordination, and in the absence of the 2nd Vice President perform their duties or other designated duties.

Section 6.03 Secretary

The Secretary shall take notes (minutes) during every Board of Directors meeting, including any motions proposed and votes taken, be responsible for distributing the meeting minutes to the board members for review and distribution to EAA 393 membership (after Board approval) via the website (preferred), email, newsletter, or other form of communication. The Secretary will also notify the Board and Membership of regularly scheduled meetings by ensuring they are posted on the website (preferred), email, newsletter, or other form of communication. The Secretary is responsible for retaining or having the ability to access copies of the Articles of Incorporation, Amended Articles of Incorporation, 501(c)(3) Letter of Determination, Current Bylaws, Previous Bylaws if available/handed down and any other legal documentation regarding EAA 393. The Secretary will ensure that the current Board of Directors names and contact information are available to all members by requesting it be included in the newsletter, posted on the website, posted in the member hub section of the website (preferred), included in the New Member packet, or other form of communication at least once per annum and upon member request. Or any other designated duties.

Corresponding Secretary would be primarily responsible for all correspondence to and from EAA 393, in the absence of the secretary perform their duties or other designated duties.

Membership Secretary would be responsible for maintaining the Membership Roster and sending dues notifications, in the absence of the secretary perform their duties or other designated duties.

Section 6.04 Treasurer

The Treasurer shall ensure that EAA 393 funds are deposited into an account under the name of the corporation, keep detailed records of all of the financial transactions, ensure that annual legal filings are completed as outlined in Article VIII, provide financial statements to any member that requests them within three (3) days of the written request, ensure that EAA 393 has obtained necessary insurance through EAA national and any other insurance specified by the Board (such as Director's & Officer's (D&O) Insurance) or other designated duties.

Section 6.05 Parliamentarian

When requested the Parliamentarian provides guidance to the Board of Directors on rules and procedures of the Bylaws or other "Rules of Order" being followed to ensure meetings run smoothly and fairly or any other designated duties.

There are a wide variety of “Rules of Order”, such as Robert’s Rules of Order, Modified Robert’s Rules of Order, Matha’s Rules, Sturgis’ Standard Code of Parliamentary Procedure, Democratic Rules of Order, Atwood’s Rules, Jim Lochrie’s Meeting Procedures and many more. They may be purchased or found on line in many instances. If the Bylaws themselves are not sufficient the Board of Directors may choose the “Rules of Order” they wish to be guided under for their term.

Section 6.06 Web Master

The Web Master shall be responsible for the administration, creation and maintenance of the EAA 393 digital presence. Including but not limited to domain management/webhosting (Go Daddy, Squarespace, Hover or other), email hosting/cloud productivity (Google for Nonprofits, Microsoft 365 or other), online networking tools (Facebook, Instagram, LinkedIn, Eventbrite or other), membership management software (Wild Apricot or other), chapter hardware (printers, iPads, computers or other electronic devices). The Web Master may share their duties with any other members they feel are qualified in a certain area or they may train someone in any respective area. They may also be designated additional duties.

Section 6.07 Additional Officer Positions and Description of Duties

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Article VII

Chapter Expenditures

The Board of Directors may approve any single expenditure less than or equal to \$1,250.00 or any series of identical or closely related expenditures up to \$2,500 in a fiscal year. Any expenditures above these limits must be presented to the membership for approval. If the Board cannot agree if an expenditure is considered, “closely related”, the President will decide if it must be presented to the Membership for approval. The Board may also present a project budget to the Membership to approve and an approval would include all expenditures within the scope of the project.

Article VIII
Chapter Financial / Legal Documentation and Required Filings

The Board of Directors will be responsible for ensuring that all of the chapter filings remain current and up to date. If additional paperwork or filings are required, they shall be noted by the Secretary and Treasurer in the table below or this section may be amended to include them.

1. Within 2.5 months after close of fiscal year (January 1st through March 15th):
 - a. Federal Tax Filing (Department of the Treasury Internal Revenue Service form 990, 990N or other applicable forms)
 - b. State Tax Filing (California Franchise Tax Board form 199, 199N or other applicable forms)
 - c. State Charities Registry (California Office of the Attorney General form RRF-1 or other applicable forms)
2. January to March of Even Years (or more frequently if the State changes this requirement) -or- when there is a change of officers or business address -or- the name or address of the agent for service of process (lawsuits) changes or they resign:
 - a. State Corporate Statement of Information Filing (California Secretary of State form SI-100 or other applicable forms)
3. November to December 31st EAA Chapter & Insurance Renewal:
 - a. Chapter Renewal Tool opens in November each year and must be completed and submitted no later than December 31st.
 - b. Pay the annual insurance and renewal fees.
 - c. Be on the lookout for emails which are sent to the president, vice president, secretary, and treasurer announcing the availability of the online tool. These emails include a link to the renewal tool and helpful tips and tricks on completing it. Reading them carefully before attempting to complete your renewal will help to clear up questions you might have as you're working through each step.
4. Additional Paperwork or Filings:

Article IX
Dissolution*

The corporation may be dissolved by a majority vote of the chapter members or by approval of the board and approval of the members. If the chapter is dissolved, the board is responsible for ensuring that all chapter debts and obligations are paid, and the transmittal of all chapter records to the Experimental Aircraft Association, P.O. Box 3086, Oshkosh, Wisconsin, 54903-3086. The board is also responsible for the disposition of all other chapter materials and assets by donation to another non-profit organization, such as EAA or other EAA chapters.

Article X
Chapter Charter Authorization

The chapter accepts and acknowledges that the chapter has been granted a conditional charter under the authority of the Experimental Aircraft Association, Incorporated. Further the chapter accepts and acknowledges that the privileges granted to the chapter, under a conditional charter, may be withdrawn in the event the chapter fails in any way or manner to meet the requirements of the chapter charter of the Experimental Aircraft Association, Incorporated. In the event that the Experimental Aircraft Association, Incorporated withdraws the conditional charter of the chapter, the chapter agrees to cease using any reference whatsoever to itself as a charter chapter of the Experimental Aircraft Association, Incorporated.

Article XI
Conflict of Interest Policy

A conflict of interest is any situation or activity that involves or appears to involve a conflict between any member's personal or financial interests and the interests of the corporation.

Disclosure of a conflict of interest, a possible conflict of interest, or the outward appearance/perception of a conflict of interest is vital to successfully managing the issue before it escalates and possibly causes the corporation to have to pay significant penalties.

All members, especially Board Members and Officers, should be mindful of situations and activities that might result in a conflict of interest and take appropriate action to address the circumstances giving rise to the conflict, including disclosing any situations or activities that might be perceived as a conflict of interest to an Officer or the Board of Directors.

Anytime there is an actual conflict of interest existing between the corporation's interest and any member's interest, that member should immediately recuse themselves from the situation. The act of removing themselves from participating in whatever the situation is, whether it be holding a particular position, hiring a particular person/company, voting on a particular item, rule or contract or any other situation will help protect the reputation and financial status of the corporation.

If the Board becomes or is aware of any outward appearance/perception of, the possibility of, or an actual conflict of interest their duty is to interview and investigate the validity of the conflict of interest and if they believe it is in the best interest of the corporation, they must request that the member remove themselves from the situation.

If the member refuses to recuse themselves the Board will take steps to prevent the conflict of interest by immediately withdrawing the vote, not hiring the particular person/company, altering the situation in some fashion that removes the conflict of interest if possible. If these steps are not available for this particular situation, and the Member is an elected Officer they will have to remove the Officer in the best interests of the Corporation.

Article XII
Indemnification

The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, Officer, employee, or agent of the Corporation, or who was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Article XIII
Amendments

The power to alter, amend or repeal the Articles of Incorporation or the Bylaws shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Law or Articles of Incorporation.

* Language included in Certificate of Amendment of Incorporation filed 4/3/2012. Changes of these sections would require the filing of a new Amendment of Incorporation.