

EXPERIMENTAL AIRCRAFT ASSOCIATION

CHAPTER 485 BY-LAWS

Article I.

Name:

The name of this Chapter is “ **Panhandle Pelicans** ”, EAA Chapter 485 Incorporated

Article II.

Location:

The office for the transaction of business for the Chapter shall be located within the vicinity of Pensacola, Florida, USA

Article III.

Purpose:

The purpose of this Chapter is to promote, encourage and facilitate recreational activities, ensure safety in aviation maintenance and flying activities, and promote aviation spirit and awareness to the local community by participating in Young Eagle flights and other community activities.

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. A Chapter Member shall be any person who pays Chapter dues and is a Member in good standing of EAA (Experimental Aircraft Association, Incorporated).

Duration of Chapter Membership: The Duration of a Regular Chapter Membership shall be one (1) calendar year.

Voting Privileges of Chapter Membership: Voting privileges within the Chapter shall be limited to Regular Chapter Members in good standing.

Article V. 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. The calendar dues year is from January 1st through December 31st. New member's dues will be pro-rated based on the current annual dues as the treasurer determines.

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 or in the absence of the President any member of the Board of Directors.
2. Notice of any Regular Chapter Meeting of the Chapter Members shall be given before any such meeting by notice published in the Chapter Newsletter, e-mail or phone.
3. A quorum is required for any Chapter Membership Meeting; a quorum shall consist of at least one third (1/3) of the Chapter Members in person or by proxy but not less than 10 Chapter Members.
4. In the absence of the Chapter President, Chapter Vice President, Chapter Secretary, and Chapter Treasurer, a temporary Meeting Chairman may be appointed by the Chapter Board of Directors and shall act as the presiding officer.
5. A simple majority of Chapter Members, that are eligible to vote, must be present or represented by proxy for the adoption of any resolution.

Article VII Chapter Officers

1. The Chapter 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 Officers shall be two (2) years.
3. Chapter Officer elections shall be in accordance with Article XI.

Article VIII

Duties of the Chapter Officers

The following duties shall be performed by the Chapter Officers: The Chapter 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 jointly 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 Chapter Membership. In case of the absence of the Chapter Treasurer, the Chapter President may execute checks for expenditures authorized by the Chapter Board of Directors.
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 Chapter President's 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 may annually recruit a certified public accountant or an appropriate group of Chapter Members to verify that the financial records of the Chapter are in order. The Board of Directors can determine how they want the report to be delivered, written or oral.
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, shall use the EAA Roster Management Tool to update and maintain the name and membership status 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, Non-profit Incorporation documents, tax-exemption documents, Federal Employer Identification Number (FEIN), and any other documents, books, papers, and records as the Chapter Officers or Chapter Board of Directors direct. The Chapter Secretary shall jointly 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 shall execute all checks authorized by the Chapter Board of Directors. 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 ensure the Chapter obtains and maintains a Federal Employer Identification Number (FEIN). The Chapter Treasurer shall be responsible for the accurate maintenance of all insurance records, including the proper application, binding, and premium payment for all necessary insurance required by the Experimental Aircraft Association, Incorporated. By resolution of the Chapter Board of Directors, the Chapter may require joint signatures on all checks drawn on Chapter accounts.

Article IX

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 two (2) to four (4) additional members elected to the position of Class II Director.
3. The term of office for the Chapter Board of Directors shall be two (2) years.
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. A simple majority of the Chapter Board of Directors shall constitute a quorum of the Chapter Board of Directors.
7. A simple majority of the quorum is required to pass any motions put forward.

8. Board member elections shall be in accordance with Article XI.

Article X. Vacancies (Chapter Officers)

1. If the office of Chapter President, Chapter Vice President, Chapter Secretary, or Chapter Treasurer becomes 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 XI. Elections

1. Prior to the October Chapter meeting nominations for any known vacancies of the Chapter Officers or Board Members will be solicited.
2. At the October Chapter Membership Meeting nominations will be presented to the Chapter Members. In addition, open nominations will be accepted from the Chapter Members.
3. Once all nominations have been received, a slate of nominees may be posted at the regular meeting place, or any place deemed appropriate by the Nominating Committee, and published in the Chapter Newsletter
4. Elections of Chapter Officers and Chapter Board of Directors will take place at the November Chapter Membership Meeting. Unless deemed inappropriate a raise of hands should suffice for the election of Officers/Board Members.
5. All newly elected Chapter Officers and Chapter Board of Directors shall assume their responsibilities no later than January 1.

Article XII. Financial Reports

1. The Chapter Treasurer shall prepare a quarterly and an annual financial statement and present each report on the financial status to the Chapter Membership.
2. The Chapter Board of Directors, under the direction of the Chapter Vice President, shall arrange annually to have the financial records and practices of the Chapter verified. The Chapter Board of Directors shall make available a copy of the written report to the Chapter Membership. The Chapter Board of Directors will review any recommendations

for changes in book keeping procedures and shall take appropriate steps to implement any reasonable recommendations.

Article XIII. Amendments

The Bylaws of the Chapter may be, amended, or new Bylaws adopted at any Regular Chapter Meeting of the Chapter Members called for that purpose. Amended or new Bylaws must be passed by a not less than eighty percent (80%) majority vote of the Chapter Members eligible to vote and present at such meeting in person or by proxy.

Article XIV. 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 are sent to the EAA Chapter Office at EAA Headquarters, P.O. Box 3086, Oshkosh, Wisconsin, 54903-3086. The Chapter President is also responsible for the disposition of all Chapter materials and assets that shall be donated to another non-profit organization. (EAA and other EAA Chapters are non-profit organizations).

Article XV. 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.

Acknowledgement and Acceptance on behalf of:

EXPERIMENTAL AIRCRAFT ASSOCIATION CHAPTER 485

Chapter President's Signature *Ralph L. Mason* Date 12-22-22

Chapter Vice President's Signature Mark S. N. Date 12-30-2022

Chapter Secretary's Signature Scott Swanson Date Dec 31, 2022

Chapter Treasurer's Signature Scott Swanson Date Dec 31, 2022

EAA Chapter Office (Oshkosh) Representative's Signature

John Egan Date 1.3.22