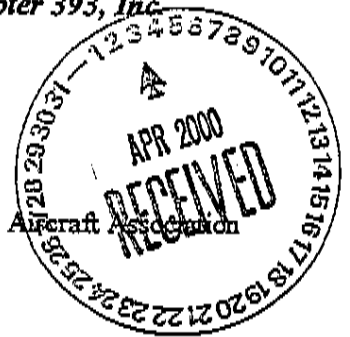


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Dallas/ Ft. Worth Lite Flyers, Experimental Aircraft Association UL Chapter 393, Inc

INCORPORATED BYLAWS

(03-22-2000)



ARTICLE I NAME

The name of this corporation shall be the Dallas/ Ft. Worth Lite Flyers, Experimental Aircraft Association Ultralight Chapter 393, Inc.

ARTICLE II LOCATION

The address for transaction of business for the corporation is the mailing address of the president in office. The principal office of business for the corporation shall be in accordance with the corporate laws of the state of Texas.

ARTICLE III PURPOSE

This corporation is organized and shall be operated exclusively for aviation education, research, and/or charitable purposes. To that extent therewith shall:

- 1) Provide a vehicle for the delivery of safety education to our members and the ultralight community as a whole. Promote and encourage aviation safety in the design, construction, and operation of all types of aerial vehicles.
- 2) Promote and encourage grass roots efforts relating to aviation research and development.
- 3) Promote and encourage ultralight and sport aviation.
- 4) Cooperate with and assist governmental agencies in the development of programs relating to aviation activities.

ARTICLE IV MEMBERSHIP

Eligibility for membership in this corporation is open to any person with an interest in aviation, subject to Section A of this article.

Section A CLASSIFICATION OF MEMBERSHIP

- 1.) A Regular member shall be any member of this corporation in good standing, provided that he/she is also a current member of the Experimental Aircraft Association.
- 2.) An Associate / Introductory member shall be any member of this organization in good standing who is not a current member of the Experimental Aircraft Association. It may be converted to a regular membership at anytime by becoming an Experimental Aircraft Association member. The Associate / Introductory member is encouraged to do so.
- 3.) A Honorary / Complimentary membership shall be available to any person nominated and elected to such membership by the voting members of this corporation. They shall not be entitled to vote or hold office, and will not be required to pay dues.
- 4.) A Special / Hardship membership shall be available to any person nominated and elected by the Executive Officers of the corporation to receive regular membership. Such member shall have voting privileges, but not be required to pay dues, or be a member of the Experimental Aircraft Association.
- 5.) A family member shall be any person who is the spouse or a child (18 years old or less) of any member in good standing in this organization. A family member who is the spouse of a regular member shall be eligible to vote.
- 6.) Except voting privileges, all members of the corporation shall be entitled to and receive all of the benefits of membership in the corporation.

Section B DURATION OF MEMBERSHIP

- 1.) Duration of the regular membership shall be dependent upon the continued fulfillment of all requirements that qualified the person for original membership. An example by way of illustration and not limitation, a Regular Membership in the corporation shall terminate automatically upon failure of the regular member to continue his membership in the Experimental Aircraft Association or upon failure to pay all required dues or assessments in the corporation.
- 2.) Duration of Associate / Introductory membership shall be a twelve (12) month period and shall not be eligible for renewal. The Associate / Introductory member is encouraged to convert his/her membership at any time during their first year, or to upgrade their membership when it expires.
- 3.) Duration of Honorary / Complimentary Membership shall be a twelve (12) month period following the date that the person was nominated and elected by the Regular Members of the corporation. In order to renew a Honorary / Complimentary Membership the corporation must take the appropriate steps to renew such membership as set forth in Article 4 Section A of this document.
- 4.) Duration of Special / Hardship Membership shall be one (1) year following the date the person was nominated and elected by the Executive Officers of the corporation. In order to renew a Special Membership, the Executive Officers of the corporation must take the appropriate steps to issue a new Special Membership as set forth in Article 4 Section A of this document.
- 5.) Duration of Family Membership shall be the same period of time as that of the qualifying Regular Member.
- 6.) Any member of the club may resign from the organization at any time upon providing written notice to any Executive Officer.
- 7.) Any member may be expelled from membership in the corporation for committing one or more actions that damage or jeopardize the corporation. Expulsion of any member shall require a seventy-five per cent (75%) vote of the Officers and/or the Board of Directors of the corporation in person or by proxy at a regular or special meeting of the corporation.

Section D MEMBERSHIP DUES

- 1.) The corporation dues shall be established from time to time by the Regular Members of the corporation. No dues shall be required of Complimentary or Special member. In the event that a member of the corporation discontinues his/her membership in the corporation for reasons of death, resignation, or expulsion, the Executive Officers of the corporation may at their discretion refund any or all portions of the former members dues.
- 2.) The corporations dues shall be paid to the corporations Treasurer. Dues may be paid at any time during the year and shall apply for a twelve (12) month period from such payment. Any member that fails to pay their appropriate dues in a timely manor shall immediately forfeit all membership privileges until the appropriate dues are paid.

ARTICLE V EXECUTIVE OFFICERS

Section A EXECUTIVE OFFICERS

- 1.) The Executive Officers of the corporation shall be President, Vice President, Secretary, and Treasurer. One person may hold the offices of Secretary and Treasurer.
- 2.) The Executive Officers of the corporation shall be elected by voting members at the regular scheduled meeting of the corporation in the month of October each year.
- 3.) The Executive Officers of the corporation shall serve for a one (1) year term starting January first following their election.

Section B DUTIES OF THE EXECUTIVE OFFICERS

- 1.) The President shall be the chief Executive Officer of the corporation. The President may call any special meetings of the Executive Officers (or Board of Directors) and shall have, subject to the advice and consent of the Board of Directors, general charge of the business of the corporation. The President shall execute with the Treasurer, all contracts and instruments, which have been approved by the corporation, Executive Officers, and/or the Board of Directors. In case of the absence or disability of the Treasurer the President may execute checks for the expenditures authorized by the Board of Directors.
- 2.) The Vice President of the corporation shall be vested with all the powers of, and shall perform the duties of the President in case of the absence or disability of the President. The Vice President shall also perform such duties connected with the operations of the corporation as directed by the President.
- 3.) The Secretary shall keep minutes of all proceedings of the membership meetings and of meetings of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of notices of all meetings of the members and Board of Directors. The Secretary shall keep a proper membership roll showing the name of each member of the corporation. The Secretary shall keep a book of Bylaws, and such other books and papers as the members or Board may direct. The Secretary shall perform such duties connected with the operation of the corporation as directed by the President, with the advice and consent of the Board of Directors.
- 4.) The Treasurer shall maintain general responsibility for the payment of all expenditures authorized by the Board of Directors and shall execute in the name of the corporation all checks for expenditures authorized by the Board of Directors. The Treasurer shall execute with the President, in the name of the corporation, all contracts and instruments which have first been approved by the Board of Directors, provided that the Board of Directors may instead vest in any one or more Principal or subordinate officers the authority to enter into contracts or instruments obligating the chapter to an expenditure of less than \$50. The Treasurer shall also be responsible for the receipt and deposit all funds of the organization in a bank selected by the Board of Directors. He/she shall account for all receipts, disbursements, and balances on hand. The Treasurer shall further perform such duties connected with the operations of the corporation as directed by the President or Board of Directors. The Treasurer, 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 corporation. In case of the absence or disability of the Treasurer, the President shall execute the duties of the treasurer until the Board of Directors can elect a successor.

Section C VACANCIES

If the office of President, Vice President, Secretary or Treasurer becomes vacant for any reason, the Executive Officers shall elect a successor who shall hold office for the unexpired term.

ARTICLE VI MEETINGS OF MEMBERS

Section A MEETINGS OF MEMBERS

- 1.) Meetings of the members may be held at such time and place as the President may determine, as may be called by a majority of the Executive Officers, or by the Board of Directors. Notice of meetings to the members, stating time, place, and in general terms the purpose of the meeting, shall be given to the members no later than the day before the meeting.
- 2.) Any meeting where a vote will be taken for the adoption of resolutions, the members will be notified in writing no less than five (5) days prior to the meeting.
- 3.) A minimum quorum of twenty per cent (20%) of all Officers and or Directors in good standing, either in person or by proxy, is required in order to conduct a meeting.
- 4.) A majority vote of the Board of Directors present is necessary for adoption of any resolution. A majority vote of the membership present is necessary for election of a member to a corporate office.

5.) The President, or in his/her absence the Vice President, or in the absence of both the President and Vice President, the Secretary or Treasurer, or in the absence of all of the Executive Officers a chairman elected by the members present shall call the meeting to order, and shall act as the presiding officer thereof.

6.) At any meeting of the members, each voting member shall have only one (1) vote.

Section B ANNUAL MEETING

1.) The Annual meeting of the members will be the regular meeting in October of each year.

2.) Written notice of the annual meeting of the membership shall be given to each member in good standing at least five (5) days before such a meeting.

3.) At the annual meeting the members shall elect the Executive Officers and Board of Directors as constituted by these Bylaws.

ARTICLE VII AMENDMENTS

These Bylaws may be repealed or amended, or new Bylaws may be adopted at any meeting of the Board of Directors called for that purpose, or at the annual meeting of the members, by a two thirds majority vote of the voting members in good standing of the corporation, in attendance or by proxy.

ARTICLE VIII DISSOLUTION

This corporation may be dissolved by a two-thirds majority vote of voting members in good standing in the corporation. In the event the corporation is dissolved, the president shall be responsible for turning all corporate assets over to the Experimental Aircraft Association Inc., PO Box 3086, Oshkosh, WI. 54903-3086.

ARTICLE IX ELECTIONS

A nominating committee consisting of three (3) members and not more than five (5) members of the corporation shall be selected by the Executive Officers no later than the regular membership meeting in June each year. The nominating committee shall interview the existing officers and members of the corporation and shall select one or more candidates for each Executive Office (and positions on the Board of Directors) to be filled. They shall present the slate of candidates to the members not less than thirty (30) days prior to the election meeting, either by mail or by including such slate in a publication mailed to the members.

ARTICLE X BOARD OF DIRECTORS

Section A

1.) The power, business, and property of the corporation shall be exercised, conducted, and controlled by a Board of Directors of the corporation. The Board of Directors shall consist of four (4) classes, namely:

(a) Class I Directors shall be those persons who are the Executive Officers of the corporation as nominated and elected by the corporation in accordance with these Bylaws.

(b) Class II Directors: There shall be two (2) Class II Directors who shall be elected by the corporation's members as hereinafter described.

(c) Class III Directors: There shall be two (2) Class III Directors who shall be elected by the members of the corporation as hereinafter described.

(d) Class IV Director shall be the most recent active past club President.

2.) The Class II directors shall be elected by the members of the corporation at the annual membership meeting held in each even year and the Class III Directors shall be elected by the members of the corporation at the annual membership meeting held in each odd year. The term of office for each Class II and Class III Director shall expire at the annual membership meeting in the even or odd year in which such class is regularly to be elected.

3.) In the event that a Class II or Class III Director resigns, dies, or otherwise becomes ineligible to serve on the Board of Directors, the vacancy thereby created shall be filled by the members of the corporation at the next annual membership meeting in the even or odd year in which such Classes regularly 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.

4.) Regular meetings of the Board of Directors shall be called at any time and place to be determined by the President. Special meetings of the Board of Directors shall be called at any time on the order of the President or on the order of not less than a majority of the Board of Directors. Notices of special meetings of the Board of Directors stating the time and, in general terms, the purpose, shall be given to Directors no later than the day before the day appointed for the meeting. If all Directors are present at any meeting, any business may be transacted without previous notice. Three (3) Directors, of which at least two (2) are current Executive Officers of the corporation, shall constitute a quorum of the Board of Directors at all meetings, and the affirmative vote of the majority that shall be necessary to pass any resolution or authorize any act of the corporation.

5.) The powers, business, and property of the corporation shall be exercised, conducted, and controlled by the Board of Directors. 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. The Board of Directors shall do and perform, any and every act, which the corporation may lawfully do and perform.

6.) All members of the Board of Directors who are not serving in a Executive Officer capacity (President, Vice President, Secretary, or Treasurer) will also serve as chairman of at least one standing committee. This is intended to significantly involve the Board of Directors in the successful operation of the corporation.

ARTICLE XI STANDING COMMITTEES

Standing committees are responsible for specific ongoing functions, projects, programs, and activities to which the corporation is committed or which are needed for effective corporation operation. Standing committee members are appointed or reappointed by the current corporate President with a term of office concurrent with that of the President. The standing committees include but are not limited to:

1.) **Budget and Finance Committee:** The budget and finance committee is responsible for developing and recommending to the Executive Officers for approval an annual income and expenditures for conformance to the approved budget, reporting the status to the Executive Officers upon request, and alerting the Executive Officers and the Board of Directors when significant deviation from budgeted income or expenditures occur together with recommended action.

2.) **Membership and Publicity Committee:** The membership and publicity committee is responsible for developing and recommending to the Executive Officers and/or Board of Directors for approval programs, projects, and activities that promote the goals of the corporation and the surrounding areas served by the corporation, establishing and maintaining contacts with print, radio, and television media. Through which promotion and publicity of corporate projects, programs, and activities can be provided to the public, serving as the promotion and publicity activity for corporate programs and projects; and providing reports, data, etc., requested by the Executive Officers and/or Board of Directors.

3.) **Newsletter Committee:** The newsletter committee is responsible for producing, publishing, and disseminating a newsletter that informs corporate members of events and issues relevant to member interest.

4.) **Meeting Program Committee:** The meeting program committee shall be responsible for developing/presenting educational programs at the monthly membership meetings, and for scheduling guest speakers.
