

EAA CHAPTER NO. 569, LINCOLN, NEBRASKA

CHAPTER BYLAWS

ARTICLE I. NAME

The name of the corporation is **EAA Chapter No. 569, Lincoln, Nebraska.**

ARTICLE II. NEBRASKA PUBLIC BENEFIT CORPORATION

This corporation is a public benefit corporation. If the corporation terminates or quits operations, its assets will be donated to Experimental Aircraft Association, Inc., whose headquarters is located in Oshkosh, WI, so long as it remains qualified under Internal Revenue Code section 501(c)(3), or to another charitable public benefit corporation, or to the State of Nebraska.

ARTICLE III. REGISTERED AGENT, OFFICE

The Registered Agent is Tom Trumble. Its Registered Office is 5545 N. 17th Street, Lincoln, Lancaster County, NE 68521. In the event the address of the Registered Agent changes the Board will, within 30 days thereof, notify the Secretary of State of the new address. In the event the registered agent refuses to so serve or fails to qualify, then the Board will appoint another agent and will, within 30 days thereof, notify the Secretary of State of the new Registered Agent. The Board will use forms as supplied by the Secretary of State as made available from time to time.

ARTICLE IV. MEMBERSHIPS

The corporation shall have members.

ARTICLE V. IRS 501(C)(3) LIMITATIONS

- A. Limits of Powers: The corporation is organized exclusively for charitable, educational and scientific purposes as defined by Section 501(c)(3) of the Internal Revenue Code. The assets of the corporation are dedicated solely to those purposes except to the extent permitted by Section 501(c)(3).
- B. Asset Distribution Upon Dissolution: Upon dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any

future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said court shall determine, which are organized and operated exclusively for such purposes.

- C. Use of Net Earnings: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- D. Limitation on Activities: Notwithstanding any other provision of these articles, this corporation shall not engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from the federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code or the corresponding section of any future federal tax code.

ARTICLE VI. PURPOSES

The purpose of the corporation shall be to provide its members and members of the general public, adult and youth, with an educational opportunity to learn about aviation, aviation history, building and maintaining experimental, home built, light sport and kit aircraft, restoring and maintaining historic, vintage and antique aircraft, aviation safety, the federal regulation of aviation and maintaining compliance with that regulation and the steps necessary to become a pilot. The corporation as part of its charitable purposes may also make distributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VII. LIFE OF THE CORPORATION

The period of duration shall be perpetual. The corporation will not cease to exist merely by its own terms.

**ARTICLE VIII.
LOCATION OF OFFICE**

The location of the principal office shall be in accordance with the corporate laws of the State of Nebraska. The Board of Directors shall change the location of the office as deemed best from time to time.

**ARTICLE IX.
CHAPTER MEMBERSHIP**

- A. Eligibility for Chapter Membership: Eligibility for membership in the Chapter is open to any person who has an interest in recreational aviation, subject to the classifications of membership listed in this Article.
- B. Classifications of Chapter Memberships: There are five (5) types of Chapter Memberships. These Chapter Membership Classifications include:
 - 1. Regular Chapter Membership: A Regular Chapter Member shall be any person who pays Chapter dues and is a Member in good standing of EAA (Experimental Aircraft Association, Incorporated).
 - 2. Family Chapter Membership: A Family Chapter Membership shall be any family, including parents, and children, who pay the appropriate Chapter Membership dues and are Family Members of EAA (Experimental Aircraft Association, Incorporated).
 - 3. Honorary/Complimentary Membership: A Honorary/Complimentary Chapter Member shall be any person to whom the Chapter Officers, Chapter Board of Directors, or Chapter Membership wishes to extend an Honorary Chapter Membership. Honorary/Complimentary Chapter Membership may be given to a person in recognition or appreciation of the support that person has provided to the Chapter. Honorary/Complimentary Chapter Members may not hold any elected or appointed Chapter Office or position, nor are they entitled to any voting privileges within the Chapter. Honorary/Complimentary Members are not required to be members of EAA (Experimental Aircraft Association, Incorporated), but the Chapter Office at EAA Headquarters will extend a complimentary one year EAA Membership to any Honorary/Complimentary Chapter Member upon written request from the Chapter Officers, Chapter Board of Directors or Chapter Membership.
 - 4. Special Chapter Membership: A Special Chapter Member shall be any person, who for temporary or short-term economic reasons is unable to pay the appropriate Chapter Membership dues and to whom the Chapter Officers, Chapter Board of Directors, or Chapter Membership wishes to extend a Chapter Membership. The Chapter Office at EAA Headquarters may extend a one year

complimentary EAA Membership upon written request from the Chapter Officers, Chapter Board of Directors or Chapter Membership.

5. Life Chapter Membership: A Life Chapter Membership may be bestowed on an individual Chapter Member at the discretion of the Chapter Officers, Chapter Board of Directors or Chapter Membership. All Life Chapter Members must be members in good standing of EAA (Experimental Aircraft Association, Incorporated). A Chapter Life Membership recognizes the long-term commitment to EAA and the Chapter made by the individual. A Life Chapter Member may hold any Chapter Office, shall have full voting privileges within the Chapter, and is exempt from annual Chapter dues.
- C. Duration of Chapter Membership: The Duration of a Regular and Family Chapter Membership shall be one (1) calendar year. Honorary/Complimentary or Special Chapter Memberships may be extended or continued beyond one (1) year at the discretion of the Chapter Officers, Chapter Board of Directors or Chapter Membership. Life Chapter Membership is continuous for the life of the Chapter Member. Life Chapter membership is not transferable to another person. All Chapter Members with voting privileges in the Chapter must maintain a current membership with the EAA (Experimental Aircraft Association, Incorporated), except for the Honorary/Complimentary Chapter Members.
- D. Voting Privileges of Chapter Membership: Voting privileges within the Chapter shall be limited to Regular Chapter Members, Family Chapter Members (excluding children under 18 years of age) Special Chapter Members and Life Chapter Members. Honorary/Complimentary Chapter Members shall not have voting privileges within the Chapter.

ARTICLE X. CHAPTER TERMINATION OF MEMBER

- A. Any member deemed undesirable by acts or deeds that tends to jeopardize the organization can be expelled from membership by a three-fourths majority vote of the members present at any meeting notice of which is given as required.
- B. Membership in the Chapter may be terminated for nonpayment of Chapter dues, at any time after the member falls ninety (90) days behind in payment of dues.
- C. A member may resign from the Chapter at any time upon notice in writing addressed to any officer of the organization. In such a case, the resignation shall not release said member from paying dues up to the date of resignation and no refund of dues paid will occur.

**ARTICLE XI.
DUES**

- A. **RATE OF ASSESSMENT:** Rate of assessment of dues will be determined by the Board of Directors, and approved by a three-fourths majority of the members present at any meeting notice of which is given as required.
- B. **COLLECTION OF DUES:** Payment of dues shall be made to the Chapter Treasurer. Dues shall be payable January 1 of each year for the period of January 1 through December 31. Membership privileges will end on March 31 if dues are not paid by March 31. Any new member joining during the calendar year will be required to pay dues for the current full calendar year if that new member joins prior to August 1st. Any new member joining after on or after August 1st shall be required to pay full annual dues and shall be considered a paid member for the remainder of the current calendar year plus the next calendar year.
- C. **MEMBERS NOT SUBJECT TO DUES:** Honorary Members and Life Members shall not be subject to any dues for EAA Chapter No. 569, Lincoln, Nebraska.

**ARTICLE XII.
EXECUTIVE OFFICERS**

- A. **EXECUTIVE OFFICERS:** The Executive Officers of this organization shall be a President, Vice President, Secretary, Treasurer and Newsletter Editor. The Officers shall serve without compensation. The Executive Officers shall hold office for a period of 12 months, beginning January 1 and ending December 31. All Executive Officers must be then serving as Directors.
- B. **DUTIES OF THE EXECUTIVE OFFICERS**
 - 1. The President shall be the Chief Executive Officer of the organization and the Chairman or Chairwoman of the Board of Directors. The President may call any special meeting of the Board of Directors, and shall have, subject to the advice and consent of the Directors, general charge of the business of the Chapter. The President shall execute, along with the Secretary or the Treasurer, all contracts and instruments which have been approved by 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 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 organization as directed by the President.

3. The Secretary shall keep the minutes of all proceedings of the members and 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 the Board of Directors. The Secretary shall keep a proper membership roll showing the name of each member of the organization. The Secretary shall keep a book of Bylaws, and such other books and papers as the Board of Directors may direct. The Secretary shall execute with the President, in the name of the organization, all contracts and instruments, which have first been approved by the Board of Directors. The Secretary shall perform such duties connected with the operation of the organization as directed by the President, with the advice and consent of the Board of Directors.
 4. The Treasurer shall (i) be the chief financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittances for moneys paid in on account of the corporation, and payout of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) monitor compliance with all requirements imposed on the corporation as a tax-exempt organization described in section 501(c)(3) of the Internal Revenue Code; (v) upon request of the board, make such reports to it as may be required at any time; and (vi) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to such office by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to the supervision by treasurer. The Board of Directors may require joint signatures on all checks drawn on Chapter accounts.
 5. The Newsletter Editor shall prepare and arrange to deliver to all the Members a report of the Minutes of each Membership Meeting and of each Board of Directors Meeting and such other information as may appear to be of interest to the Members. The report will be prepared and delivered at least once per month.
- C. VACANCIES: If the office of the President, Vice President, Secretary, Treasurer or Newsletter Editor becomes vacant for any reason, the Board of Directors shall elect a successor who shall hold office for the rest of the term.

**ARTICLE XIII.
BOARD OF DIRECTORS**

- A. **MEMBERS OF THE BOARD OF DIRECTORS:** The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and the Newsletter Editor of the corporation, and shall serve for a period of 12 months, beginning January 1 and ending December 31.
- B. Each member of the Board of Directors shall serve without compensation.
- C. In no case shall the number of Directors be less than three (3).
- D. **ELECTION OF THE BOARD OF DIRECTORS:** Upon the expiration of the term of President, such person shall automatically be elected to serve as the Immediate Past President Director. The remaining Directors shall be nominated and elected by the membership. The elections of the remaining Directors shall proceed as follows:
1. The members shall first nominate individuals, and the individual nominee receiving the largest number of votes from the members shall serve as Director and shall be nominated to the Office of the President.
 2. The members shall proceed separately in the same manner with each subsequently elected Director nominated to fill the respective Offices of the Vice President, Secretary, Treasurer, and Newsletter Editor.
- E. **APPOINTMENT OF EXECUTIVE OFFICERS:** The nominated Officers shall be deemed Executive Officers of the corporation subject to an explicit contrary decision by the Board of Directors.
- F. **MEETINGS OF THE BOARD OF DIRECTORS**
1. Regular meetings of the Board of Directors shall be called on reasonable notice at any time and place to be determined by the President.
 2. Special meetings of the Board of Directors shall be called on reasonable notice at any time on the order of the President or on the order of three Directors. Notices of special meetings of the Board of Directors stating the time and, in general terms, the purpose, shall be given to Directors not later than the day before the day of the appointed meeting.
 3. A Quorum of the Board of Directors shall be Four (4) Directors, of which at least two (2) are current officers.
 4. Resolutions and acts of the Board of Directors shall require either:

- a. The affirmative vote of the majority of Directors present at a meeting at which a quorum attends, or
 - b. The affirmative vote in writing of all of the Directors in absence of a meeting.
- 5. So long as the number of the Board of Directors is an even number, an affirmative vote of a majority of Directors shall be required.
- G. **AUTHORITY OF THE BOARD OF DIRECTORS:** The powers, business, and property of the organization 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 organization property.
- H. **INITIAL DIRECTORS:** It shall be remembered that the Initial Board of Directors was composed, on June 9, 1976, of:
 - 1. Rollie L. Woodruff
3168 Puritan Ave.
Lincoln, NE 68502
 - 2. Don Shoemaker
3935 S. Folsom
Lincoln, NE 68522
 - 3. Tom Trumble
5545 N. 17th Street
Lincoln, NE 68521

**ARTICLE XIV.
CONFLICT OF INTEREST POLICY**

- A. **PURPOSE:** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. DEFINITIONS:

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a complete bar to doing business with the corporation. The Board of Directors shall determine whether a person who has a financial interest may have a conflict of interest sufficient to bar the proposed transaction.

C. PROCEDURES:

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
4. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

5. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
6. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. VIOLATIONS:

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. RECORDS OF PROCEEDINGS:

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

F. COMPENSATION:

1. A voting member of the governing board who receives compensation, if any, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
 3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- G. ANNUAL STATEMENTS: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
1. Has received a copy of the conflicts of interest policy,
 2. Has read and understands the policy,
 3. Has agreed to comply with the policy, and
 4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
- H. PERIODIC REVIEWS: To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- I. USE OF OUTSIDE EXPERTS: When conducting periodic compliance reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE XV.
MEETINGS OF MEMBERS**

A. REGULAR AND SPECIAL MEETINGS OF MEMBERS:

1. Meetings of the members may be held on reasonable notice at such time and place as the Board of Directors may determine. Reasonable notice of meetings of the members, stating the time, place, and in general terms the purpose of the meeting, shall be given to members, including notice no later than the day before the meeting.
2. For any meeting where a vote will be taken for the adoption of resolutions, members will be notified in writing no less than five (5) days prior to the meeting.
3. At any meeting of the members, the quorum shall consist of 30 percent of those members who have voting rights in good standing, whether appearing in person or represented by proxy.
4. A majority vote of the members present is necessary for adoption of any resolution and for the election of a member to an organization 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 in the absence of the President, Vice President and Secretary, a Chairman elected by the members present shall call the meetings to order, and shall act as the presiding officer thereof.
6. At any meeting of the members, each Family Membership shall have only one (1) vote.

B. ANNUAL MEETING

1. The annual meeting of the members will be the regularly scheduled November meeting of each year.
2. Reasonable notice, including notice published in the official publication of the Chapter which is issued prior to such meeting, shall be given to each member in good standing at least five (5) days before such meeting.
3. At the annual meeting the members shall elect the Executive Officers as constituted by these Bylaws.

**ARTICLE XVI.
AMENDMENTS**

- A. The Board of Directors shall have power to amend the bylaws of the corporation except for amendments that by statute require approval of the members, such as those amendments that relate to the number of directors, the composition of the board, the term of office of the directors, or the method or way in which directors are elected or selected.
- B. The Members shall have power to amend the bylaws of the corporation that by statute require approval of the members, such as those amendments that relate to the number of directors, the composition of the board, the term of office of the directors, or the method or way in which directors are elected or selected.

**ARTICLE XVII.
DISSOLUTION**

- A. The corporation may be dissolved upon the majority vote of a quorum of the Board of Directors and upon the majority vote of a quorum of the Members.
- B. Upon dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XVIII.
FISCAL YEAR**

The Fiscal Year of the corporation shall end on December 31 of each year.

**CERTIFICATION OF ADOPTION OF BYLAWS OF
EAA CHAPTER NO. 569, LINCOLN, NEBRASKA**

The undersigned officers of the corporation hereby certify that the above Bylaws of EAA Chapter No. 569, Lincoln, Nebraska, were approved by the Board of Directors and adopted by the members of the corporation at meeting held on the 5th day of OCTOBER, 2021. Due notice was timely delivered in writing to all the members or was waived by at least 10% of all the members, that 47 members of the corporation were entitled to vote, that at meeting held on the date of adoption, 11 members, being more than 10% of all members, attended the meeting, that 11 members voted in favor of adoption and 0 members voted against adoption and the Restatement was adopted (or in the alternative, members voted in favor of adoption of the Restatement and such number, being 2/3 of the members' votes cast at the meeting or, if less, a majority of the members, was sufficient to approve the adoption of the Restatement).

Chapter President Thomas W. Rumbolt Date 10/5/2021

Chapter Vice President Don Co Date 10/5/2021

Chapter Secretary Joy A. Muller Date 11/2/2021

Chapter Treasurer Chris [Signature] Date 10/5/2021