

**BYLAWS  
of the  
INTERNATIONAL AEROBATIC CLUB, INC**

**ARTICLE ONE. NAME**

The name of this corporation is the International Aerobatic Club, Inc. This corporation is a division of the Experimental Aircraft Association, and is hereinafter referred to as either "the Division" or "the Corporation".

**ARTICLE TWO. LOCATION OF OFFICE**

The office for the transaction of corporate business is located in the vicinity of Oshkosh, Wisconsin, unless modified by the Board of Directors.

**ARTICLE THREE. PURPOSES**

This corporation is organized and will be operated exclusively for educational, scientific and/or charitable purposes and, to the extent consistent therewith, will:

- (i.) Promote and encourage aerobatic education and competition on a national and international level.
- (ii.) Cooperate with and assist governmental agencies in the development of programs relating to aerobatic activities.
- (iii.) Encourage, aid and engage in research, including that of a scientific nature, and in education for the improvement of aviation safety through a better understanding of the art of aerobatics.

**ARTICLE FOUR. MEMBERSHIP**

**SECTION I. General:** There are two (2) classes of membership in this corporation; Regular membership, and Introductory membership. Regular Membership is subdivided into five types: Regular, Family, Corporate, Lifetime and Student.

**SECTION II. Eligibility for Membership:** Any member in good standing of the Experimental Aircraft Association is eligible for membership in the corporation.

**SECTION III. Procedure for Regular Membership:** Any eligible person desiring to become a member of the corporation will submit a written application form and will pay to the Treasurer of the corporation membership dues.

**SECTION IV. Membership Dues:** The Board of Directors will determine dues for members. The Board of Directors may alter the dues at any time. The Board of Directors may waive the requirement for payment of dues of any applicant for regular membership. The Board of Directors shall determine methods of assessment of dues. Special or reduced dues for Family, Corporate, Lifetime, Introductory, or Student Membership are permitted.

**SECTION V. Duration of Regular Membership:** The term of regular membership will begin upon payment of the prescribed dues and will expire twelve months thereafter. The Board of Directors may reject a regular membership application for cause and direct the dues to be repaid.

**SECTION VI. Voting by Members:** Each member shall have one vote on all matters properly brought before the membership, except as provided in Section VII of this Article, below.

**SECTION VII. Family Membership:** The Board of Directors may adopt a Family Membership Program by which, upon payment of such dues as the Board may prescribe, all the members of a single household may become regular members of the corporation. Eligibility requirements for Family membership will be the same as for Regular membership. Benefits of Family membership will be the same as for Regular membership, except that Family

members will receive only one copy of the Division's monthly magazine. With respect to each family participating in a Family Membership Program, the total number of votes cast by members of a single household will be not more than two (2), notwithstanding the number of family members included in the membership.

**SECTION VIII. Corporate Membership:** The Board of Directors may establish a Corporate Membership, by which means, a legally constituted corporate entity may become a Regular Member of the Association, and may from time to time establish the rights and obligations for such membership, including but not limited to the criteria for a corporate membership and the dues obligations thereof. A Corporate member shall otherwise be considered a "regular" member for all purposes during the term of membership, including but not limited to voting rights. A Corporate member will have one (1) vote in elections or on issues brought before the membership. That vote shall be cast by the registered agent of the corporate entity or such person as the registered agent shall designate.

**SECTION IX. Lifetime Membership:** The Board of Directors may establish a Lifetime Membership, and may from time to time establish the rights and obligations for such membership, including but not limited to the criteria for Lifetime membership. A Lifetime member shall otherwise be considered a "regular" member for all purposes during his or her term of membership.

**SECTION X. Student Membership:** The Board of Directors may establish a Student Membership, and may from time to time establish the rights and obligations for such membership, including but not limited to the criteria for a Student membership and the dues obligations thereof. Student Memberships will be limited to individuals who are between 16 and 22 years of age. A Student member shall otherwise be considered a "regular" member for all purposes during his or her term of membership, including but not limited to his or her voting rights.

**SECTION XI. Introductory Membership:** The Board of Directors may establish a class of introductory membership, and may from time to time establish the rights and obligations of such members, including but not limited to the criteria for introductory membership, the dues requirements, the term of membership. An Introductory member shall otherwise be considered to be a "regular" member for all purposes during his or her term of membership, including but not limited to his or her voting rights.

## **ARTICLE FIVE. OFFICERS**

**SECTION I. Principal Officers:** The principal officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer, who shall be elected by the membership of the corporation, and who shall serve, in the manner and for the period described in the relevant section of this Article Five below. The term of office for each of the officers will be two (2) years, with the terms of office staggered. The President and Vice-President shall be elected in odd-numbered years, the Secretary and Treasurer shall be elected in even-numbered years. Upon their election by the membership of the corporation, Officers of the corporation shall become members of the Board of Directors of the corporation, and shall have all of the rights and privileges accorded to members of the Board of Directors as outlined in Article Six below.

**SECTION II. Office of the President:** The President shall be the Chief Executive and Operating Officer of the corporation and of the Board of Directors. He or 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 corporation. He or she shall be authorized to approve for disbursement all checks for Association expenditures authorized by the Board of Directors. He or she shall execute with the Secretary all contracts and instruments necessary to carry on the business of the Association, provided that said execution has been approved by the Board of Directors, and shall carry out such other duties as shall be specified by the provisions of the Policies and Procedures which have been approved by the Board of Directors.

**SECTION III. Office of the Vice-President:** 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 office. He or she shall perform such duties connected with the operation of the Association as may be undertaken at the request of the President or the Board of Directors, and such other duties as shall be specified by the provisions of the Policies and Procedures which have been approved by the Board of Directors. He or

she shall be authorized to approve for disbursement all checks for Association expenditures authorized by the Board of Directors. The Vice President may, at the request of the President, attend any meeting at which the corporation has a designated seat in the capacity as the President's designee.

**SECTION IV. Office of the Secretary:** The Secretary shall keep the minutes of all proceedings of the members, the Executive Committee, and the Board of Directors. The Secretary shall attend to the giving and serving of notices of all meetings of the members and of the Board of Directors. He or she shall execute with the President, in the name of the Association, all contracts and instruments that have been approved by the Board of Directors. The Secretary shall have the responsibility to publish minutes of all meetings of the members and of the Board of Directors. The Secretary shall also perform such duties incident to the office, subject to the control of the President and the Board of Directors, and such other duties as shall be specified by the provisions of the Policies and Procedures which have been approved by the Board of Directors.

**SECTION V. Office of the Treasurer:** He or she shall be responsible for the receipt and deposit of all funds of the corporation in the bank selected by the Board of Directors. He or she shall also account for all receipts, disbursements and balances on hand. The Treasurer shall execute with the President or Vice President, in the name of the Association, all checks for expenditures authorized by the Board of Directors. The Treasurer shall also perform such duties incident to the office, as shall be specified by the provisions of the Policies and Procedures which have been approved by the Board of Directors.

**SECTION VI. Bonding:** The Treasurer and such other officers as shall be designated by the President shall be bonded in an amount determined by the Board of Directors, at the expense of the Association.

**SECTION VII. Designation:** Any Officer may designate another individual or group of individuals to act as an assistant to and in that Officer's behalf as to any portion of the duties set forth herein (except voting), provided that designation has the prior approval of the Board of Directors. This includes, but is not limited to, authorization of the Experimental Aircraft Association to perform certain fiduciary responsibilities designated by the Board of Directors. In the temporary absence or incapacity of any Officer, the Board of Directors may delegate the duties of that Officer to such individual or group of individuals for such period of time and in such degree as they deem appropriate.

**SECTION VIII. Vacancies:** If at any time should any of the Offices of President, Vice President, Secretary or Treasurer become vacant for any reason, the Board of Directors shall appoint a successor by majority vote. That successor shall hold office for the remainder of the term of the Officer who vacated that post.

## **ARTICLE SIX. BOARD OF DIRECTORS**

**SECTION I. General:** The powers, business and property of the corporation shall be exercised, conducted and controlled by a Board of Directors of sixteen (16) members, who shall be divided into five (5) classes.

- (i) Class I Directors: Three (3) Directors shall be elected in odd-numbered years. The term of office of Class I Directors shall be two (2) years.
- (ii) Class II Directors: Four (4) Directors who shall be elected in even-numbered years. The term of office for Class II Directors shall be two (2) years.
- (iii) Class III Directors: One (1) representative each shall be appointed by the Experimental Aircraft Association (EAA), the National Aeronautic Association (NAA), and Unlimited Aerobatics USA (UAUSA) subject to the approval of the remainder of the Board of Directors. The term of office of Class III Directors shall be determined by the organization which appoints them. Should an eligible organization fail to appoint a representative, that Directorship shall be filled by majority vote of the Board of Directors by a member of the organization whose Directorship is to be filled, and shall have a term of not more than two (2) years.
- (iv) Class IV Directors: Two (2) Directors shall be appointed by majority vote of the Board of Directors each

for a term of not more than two (2) years.

(v) Class V Directors: The duly elected Officers of the corporation shall, by virtue of their election serve as members of the Board of Directors, and shall comprise the fifth class of Directors. The President and Vice-President shall be elected in odd-numbered years, and the Secretary and Treasurer shall be elected in even-numbered years.

(vi) All of the sixteen (16) members of the Board shall have full privileges and authority to cast votes.

(vii) All past Presidents of the corporation shall be considered to be "Director Emeritus", and shall have the privilege of speaking at any meeting of the Board of Directors. Directors Emeritus shall not be entitled to cast a vote at any meeting of the Board of Directors.

**SECTION II. Eligibility:** To be eligible to be elected to the Board of Directors of the corporation, an individual must be a Regular Member in good standing of the corporation. To be eligible to retain the position of Director, a duly elected individual must attend at least fifty percent (50%) of the meetings of the Board of Directors during each calendar year of their term of office. The Board of Directors may vote to waive this requirement.

**SECTION III. Meetings:** There will be an annual meeting of the Board of Directors. This meeting shall be held at a time and place to be determined by the President, with the consent of a majority of the Directors. In addition, special meetings of the Board may be held from time to time. Special meetings of the Board of Directors shall be held at times and places determined by the President, or by the consent of any four (4) Directors. Notices of such special meetings shall be received by the Directors at least five (5) calendar days prior to the time of the meeting. Requirement for this notice may be waived by unanimous vote of the Directors present at a meeting. Notice of meetings of the Board of Directors will include an agenda of said meeting. Business may be transacted without previous notice. A majority of the Board of Directors will constitute a quorum. The affirmative vote of a majority of those Directors present in person shall be necessary to pass any resolution or authorize any act of the corporation. Any action which may be taken by the Directors at a duly called meeting may also be taken if all Directors unanimously consent thereto in writing. A complete record of the proceeding shall be maintained.

**SECTION IV. Executive Committee:** There shall be an Executive Committee of the Board of Directors. This Committee will consist of five (5) Directors, including the President, the Vice President, the Treasurer, the Secretary, and one (1) additional Director who shall be appointed by the Board of Directors. The President shall be the Chairman of the Executive Committee, and in the President's absence, the Vice President shall serve as Chair. The Executive Committee shall have such power and authority as shall be delegated to it by the Board of Directors from time to time. The Executive Committee may be empowered to act on behalf of the Board of Directors. Members shall be given a minimum of seventy-two (72) hours notice of such meetings. Three members of the Executive Committee present at such meetings shall constitute a quorum.

**SECTION V. Other Committees:** There shall be such other committees of the Board of Directors or of the corporation as may from time to time be established pursuant to the Policies and Procedures enacted by the Board of Directors.

**SECTION VI. Terms of Office:** The terms of office and times of election of the various Directors shall be as prescribed by Section I of this Article. Terms of Office of Directors shall be from the date of their installation until the proper election, qualification and installation of their successors. A Director who becomes an Officer during a term of office as a Director shall relinquish that Directorship. The Directorship formerly held by that Officer shall be deemed vacant, and shall be filled in accordance with Section VII of this Article.

**SECTION VII. Vacancies:** If at any time should any of the Class I or Class II Directorships become vacant for any reason, the Board of Directors shall appoint a successor by majority vote. That successor shall hold office for the remainder of the term of the Director who vacated that post. Replacement of the Class III Directors shall be made by the organization which appointed that Director. The newly appointed Class III Director shall hold office for the remainder of the term of the original Director.

**SECTION VIII. Compensation:** Each member of the Board of Directors shall serve as a Director without compensation, except for such expense reimbursement as may be authorized by the Board from time to time.

**SECTION IX. Records:** The Board of Directors shall cause a complete record of all of the proceedings of the Board, and of its meetings to be created and maintained. Such record shall be made available to the membership.

**SECTION X. Advisors and Committee Chairmen:** The Board of Directors may appoint such Advisors and Committee Chairmen as is deemed appropriate from time to time. This appointment shall require a majority vote of the Board of Directors. Chairmen and Advisors so appointed shall not possess the power or authority to vote at a meeting of the Board of Directors. Advisors and Chairmen so appointed may be granted speaking privileges at meetings of the Board of Directors.

#### **ARTICLE SEVEN. MEETINGS OF MEMBERS**

**SECTION I. Scheduling and Notices:** There shall be an annual meeting of the members of the corporation. Meetings of the members shall be held at a time and place to be determined by the Board of Directors. Notice of all meetings shall be published in an Official publication of the corporation, and such notice shall be sufficient if the publication is made at least thirty (30) days before the scheduled meeting. Such notice shall include an agenda of the scheduled meeting. Special meetings of the members may be held at such time and place as the President or a majority of the Board of Directors shall determine. Notice of special meetings of members shall be given in the same manner as is required for the regular annual meetings. The President will also include a form to allow each member to issue to the President (or other person designated by the President) his or her proxy with respect to each proposed agenda item. The person so designated as proxy shall cast the vote for the member signing the form, and shall vote in the affirmative or negative as directed by the written instruction of that member as listed on the proxy form. Family membership holders shall cast not more than two (2) votes in person or by proxy. Corporate membership holders shall cast not more than one (1) vote in person or by proxy. Each proxy shall state the specific issue for which it is granted, and clearly designate how the member wishes the proxy vote to be cast on that issue. At any meeting of the members, a quorum shall consist of one hundred (100) members present in person and by proxy. A majority vote of the members present in person or by proxy shall be necessary for the adoption of any resolution. Meetings of members shall be conducted in accordance with Roberts Rules of Order according to the most recent edition published prior to the meeting.

#### **ARTICLE EIGHT. ELECTIONS**

**SECTION I. Nominating Committee.** The Board of Directors shall appoint a Nominating Committee of not less than six (6) members, and shall designate one of their number to act as Chairman. This appointment shall occur not less than four (4) months prior to the annual meeting of the membership.

**SECTION II. Nominating Petitions.** Nomination shall be made on an official petition provided by the corporation, which petition shall contain the signatures of at least ten (10) members of the corporation, together with their respective membership numbers and the expiration dates of their memberships. The petition, accompanied by a brief resume of the nominee's experience and background, and a recent photograph, shall be received by the Chairman of the Nominating Committee not later than seventy-five (75) days prior to the mailing of the official ballot. An acknowledgment of the filing of such petition shall be made by the Chairman of the Nominating Committee.

**SECTION III. Review by Nominating Committee.** The Nominating Committee shall meet and shall review all nominating petitions not later than seventy (70) days prior to the mailing of the official ballot. In the event that the Committee determines, when all the proper nominating petitions have been reviewed, that there are an insufficient number of nominees for any position to be filled at the meeting, the Committee shall itself select additional nominees for such position.

**SECTION IV. Presentation of Nominees.** All nominees shall be presented to all members in the official publication of the corporation, or at the time that the official ballots are distributed to the membership, or in such suitable manner as shall be designated by the Policies and Procedures enacted by the Board of Directors, to

adequately inform the membership of the qualifications of the candidates standing for office. Official ballots shall be mailed to each member no later than sixty (60) days prior to the annual membership meeting.

**SECTION V. Procedures for Election.** The Board of Directors shall appoint a Ballot Certification Committee of three (3) members, drawn from those members of the Board of Directors not standing for election. The Ballot Certification Committee shall certify election ballots and tabulate the results of the election(s) and the results of elections shall be announced at the annual membership meeting. The newly elected Directors and Officers shall be installed at the close of that meeting. Ballots shall be retained by the Ballot Certification Committee for thirty (30) days, and in the event that no contest is filed, they may be destroyed after that time period.

## **ARTICLE NINE. AMENDMENTS**

These Bylaws may be amended only in accordance with the following procedure:

- (1) Amendments to the by-laws may be proposed at any time by either (a) a majority of the members of the Board of Directors, or (b) a petition submitted to the President by any member which has been signed by not less than one hundred (100) members of the corporation.
- (2) Upon receipt of a proposed amendment from the Board of Directors or from a member, the President shall refer that proposed amendment to the legal counsel for the corporation, who shall determine the legality of that proposal. If the proposed amendment is determined to be legal, it shall be sent to all members of the corporation as outlined in paragraph (3) below. If the proposal is determined to be illegal, it shall be returned to the member by whom it was submitted or to the Board of Directors, along with the opinion of the legal counsel.
- (3) Not later than sixty (60) days prior to the next scheduled annual or special meeting of the members, the President shall cause to be mailed to each member of the corporation, or cause to be published in the official publication of the corporation the text of the proposed amendment, along with such explanatory information as the President shall deem appropriate. The President may also include a form to allow each member to issue to the President (or other person designated by the President) his or her proxy with respect to each proposed amendment.
- (4) Each proposed amendment shall be considered separately at the annual or special meeting. If the regular quorum requirement for such meeting is met, the proposed amendment shall be adopted if approved by a two-thirds majority vote of those members present in person or by proxy.

## **ARTICLE TEN. CHAPTERS**

**SECTION I. General Requirements.** Any five (5) members of this corporation may form a local chapter, which shall be incorporated as a separate not-for-profit corporation under the laws of its state. Each chapter shall have a name and number, to be assigned by this corporation, and shall have a President, Vice-President, Secretary-Treasurer or Secretary and Treasurer, who shall all be members of this corporation. Each chapter shall furnish, annually, to the Executive Director of the corporation, evidence that the chapter remains a corporation in good standing.

**SECTION II. Liability.** The corporation, its Officers and Directors shall not be liable for any activities of individual chapters, and any such activities shall be conducted solely at the risk and responsibility of each chapter. The corporation may adopt programs to assist chapters in securing insurance for chapter activities and events.

**SECTION III. Official Statements.** No officer or member of any chapter, or any member of the corporation purporting to speak in an official capacity or on behalf of such chapter or this corporation shall issue, publish or make any statement or take any position on any policy, regulation, rule or other matter affecting aviation or the corporation without first securing the approval of the President or Board of Directors. This Bylaw is not to be construed as restricting in any way a member's right in his or her individual capacity to take any position or make any statement he or she so desires, or for a chapter to take a position on purely local or state matters, but it is intended to prevent any chapter officer or member of this corporation from attempting to make his or her individual or chapter opinion or

position the official position or opinion of the corporation. Such official opinion or position can and must only be issued by the President or the Board of Directors.

**ARTICLE ELEVEN. INDEMNIFICATION OF OFFICERS, DIRECTORS AND STAFF**

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such director, officer, or employee in connection with any proceeding to which such director, officer, or employee may be made a party, or in which such director, officer, or employee may become involved, by reason of such director, officer, or employee being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not such director, officer, or employee is a director, officer, or employee at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. In the event of a settlement, however, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. Any indemnification made under this Article shall be subject to the provisions of Section 181 of the Wisconsin Statutes or successor provisions thereto.