

Greater Boston Chapter 106
Experimental Aircraft Association, Inc
Boston, Massachusetts

BY - LAWS

(Amended 11/09)

ARTICLE I NAME

The name of this organization shall be Greater Boston Chapter 106, Experimental Aircraft Association, Inc.

ARTICLE II LOCATION OF OFFICE

The office for the transaction of business of this chapter shall be located in the Greater Boston area of the Commonwealth of Massachusetts.

ARTICLE III PURPOSE OF ORGANIZATION

- A. This organization is exclusively educational and scientific within the meaning of Section 501(c) (3) of the Internal Revenue Code, with specific purpose the furtherance of construction and safe operation of aircraft.
- B. The organization shall not carry on any activities not permitted to be carried on by an organization exempt from the federal income tax under Section 501(c) (3) of the internal revenue code or by an organization, contributions to which are deductible under Section 170(c) (2).

ARTICLE IV DISSOLUTION

If this organization dissolves, the loans and other obligations of Chapter 106 will be repaid, and the remaining assets shall be distributed for one or more of the exempt purposes within the meaning of 501(c) (3) of the Internal Revenue Code.

(Amended 11/98)

ARTICLE V COMPENSATION, PAYMENTS, AND FINACIAL OBLIGATIONS

(amended 5/07)

No part of the earnings of the organization shall inure to the benefit of, or be distributed to, its members, officers, or other private persons, except that the organization 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 in Article III hereof.

No member, whether an Officer, Member of the Executive Committee, or not, may make any financial obligations on behalf of the chapter outside of the approved budget without membership approval, except as allowed by these by-laws. Financial obligations prohibited without membership approval include, but are not limited to, any purchases for the chapter not authorized by the Executive Committee, whether budgeted or mot, signing a loan or mortgage, applying for a credit or debit card, signing a contract, or making verbal financial agreements which obligate the chapter beyond the approved budget. Any such financial obligation, if arranged without membership approval, are disavowed by the chapter and are the personal responsibility of the individual, or group of individuals, who made such obligations in violation of this by-law. (Added 5/07)

ARTICLE VI MEMBERSHIP

- A. To be eligible for membership in good standing, a person shall: (Amended 1/06)
1. Be a member in good standing of the Experimental Aircraft Association, Inc. Oshkosh, WI.
- B. To become a member of this chapter, an eligible person shall complete an application for membership (available on the EAA106 website or by contacting an officer) with pertinent information requested, including but not limited to their EAA National membership number and expiration date. The application along with payment of dues shall be submitted to the Treasurer, who will then forward the information to the Secretary for inclusion in the chapter roster. (Amended 1/06)
- C. A member shall remain in good standing by: (Amended 1/06)
1. Remaining current in their dues payment to EAA national.
 2. Remaining current in their dues payment to this chapter.
- D. A member in good standing shall have one vote on all matters placed before the membership of this chapter at a scheduled chapter meeting. Hereinafter, any reference to a vote by a member at a chapter meeting, whether explicitly expressed or not, shall mean that a vote may be cast either in person or via proxy by a member in good standing. See Article XII.H for a full explanation of the proxy process. (Amended 12/05)
- E. A member whose actions tend to conflict with the basic interests of this chapter or those of the Experimental Aircraft Association, Oshkosh, WI, can be expelled from membership at any chapter meeting by a two-thirds vote of members in good standing, whether in person or by proxy, provided that notice of such proposed expulsion is given at least seven days prior to the meeting.
- F. Family Membership - (Added 1/06)
1. A Family membership is only available to the spouse of a member where both are current members of EAA National and provide this chapter with individual EAA numbers and expiration dates.
 2. This Family Membership will be available for a nominal additional charge for the spouse provided that the spouse accepts the newsletter by e-mail.
 3. All other membership requirements and benefits (as specified in sections A through E above) apply.
- G. Student Membership - (Added 1/06)
1. A Student Membership is only available to students ages 15-21 who are also a current Student or Family member of EAA National and provide this chapter with an individual EAA number and expiration date.
 2. This Student Membership will be available for half the normal dues provided the Student Member accepts the newsletter by e-mail.
 3. All other membership requirements and benefits (as specified in sections A through E above) apply.
- H. Honorary Membership - (TO BE Added 3/06)
1. An Honorary Membership may be awarded to a person nominated by a member and approved by the membership for special recognition and appreciation of unusual and/or historical support that person has provided to our chapter.
 2. The nomination shall be made at a membership meeting. The vote to approve the nomination shall be at a subsequent meeting with 7 days notice.
 3. Once approved as an Honorary Member, the Executive Committee may decide whether to continue that membership in subsequent years without a yearly nomination and approval cycle provided they notify the membership that they are doing so. However, if 3 or more members wish to challenge the continuation of an Honorary

Membership, it shall be brought before the membership for a vote and requires 7 days notice.

4. Honorary Members may not hold any elected office and may not vote unless they are also a dues-paying regular member of EAA106 in good standing.
5. Honorary Members are exempt from the requirement by EAA Headquarters that all chapter members also be members of EAA (Experimental Aircraft Association Inc.).
6. The Chapter Office at EAA Headquarters may extend a complimentary one year EAA Membership to any Honorary Member upon a written request submitted by the Chapter Officers and Executive Committee.

I. Lifetime Chapter Membership - (Added 4/08)

1. A Lifetime Member of this chapter becomes part of an exclusive group of aviators who have chosen to act as stewards of recreational aviation and the backbone of EAA106's mission to support the passionate pursuit of flight, aircraft construction, and safe operation of aircraft. Lifetime Membership in this chapter is available at a special one-time, non-refundable dues rate defined in the policies and procedures below.
2. A Lifetime Membership in this chapter is also available to the spouse of a Lifetime Member at a reduced one-time, non-refundable dues rate, also defined below in the policies and procedures.
3. A Lifetime Member of this chapter is exempt from further annual chapter dues which thereby satisfies C.2 above as one of the two qualifications to be a member in good standing.
4. A Lifetime Member of this chapter must maintain a membership in good standing with EAA (Experimental Aircraft Association, Incorporated), whether through a separate EAA Lifetime Membership or through annual renewal with EAA in order to satisfy the C.1 requirement to remain a member in good standing.
5. If a Lifetime Member of this chapter lets their membership with EAA lapse, they will no longer be a member of this chapter and no refund will be given, however they shall continue to receive a complimentary e-mailed newsletter. However, as soon as their membership with EAA has been brought current, their full Lifetime membership status and privileges shall be restored.
6. A Lifetime Member of this chapter may hold any Chapter Office and shall have full voting privileges within the Chapter.

ARTICLE VII RELATION OF CHAPTER TO NATIONAL ORGANIZATION

This chapter shall abide by the constitution, by-laws, and instructions of the National Headquarters, Experimental Aircraft Association, Oshkosh, WI unless such constitution, bylaws, or instructions conflict with those of the Commonwealth of Massachusetts.

ARTICLE VIII Dues

- A. Chapter dues shall be assessed annually at a rate determined by financial obligations of the chapter and as approved by a majority vote, whether in person or by proxy, at a chapter meeting. (Amended 1/06)
 - a. Old members joining late must pay the full amount for the year.
 - b. New members will have their dues reduced appropriately for the amount of the year remaining on a quarterly basis.
- B. Dues notification to be made in October, November, and December for the following year, with dues payable at the January meeting. Those not paid are to be dropped from the roster and newsletter mailing. (Amended 6/78)

ARTICLE IX OFFICERS

- A. The officers of this chapter shall be President, Vice-President, Secretary and Treasurer.
- B. No person shall hold more than one office at a time.
- C. The President will be chief executive officer of the chapter. Subject to Article XIV and to the advice of the Executive Committee, he shall have general charge of the business of this chapter. He shall preside at all meetings of the chapter and of the Executive Committee.
- D. The Vice-President shall serve in the absence of the President and assist the President in his duties. The Vice President shall also manage the proxy process as described in Article XII.H. (Amended 12/05)
- E. The Secretary shall have, subject to the advice and control of the Executive Committee, charge of all chapter correspondence and records, with the exception of financial records. He shall keep a proper chapter roster showing the names of each member together with other pertinent information. He shall be the repository of the chapter charter, constitution and By-laws. He shall have charge of serving of notices at meetings. The secretary shall keep minutes of the business portions of any chapter meeting as well as all chapter Executive Committee meetings. The Secretary shall also hold the title of and serve as the chapter Clerk. (Amended 2/06, 5/07)
- F. This paragraph applies to all the financial activity of the chapter except the hangar account activity. The Treasurer shall have, subject to the advice and control of the Executive Committee, charge of the financial business of the chapter. He shall collect, and issue receipts (if requested) for, all chapter dues and other assessments. He shall disburse all funds necessary to meet the chapter's financial obligations. He shall maintain a current record of all funds received, held, and disbursed and update the record of budget versus actual income and expenses for each budget line item. He shall make such record available to any member of the chapter within 31 days following the member's written request or within 7 days upon request of the majority of the Executive Committee. He shall report the Chapter's financial status at each scheduled chapter meeting of each calendar year, a statement summarizing the chapter's financial activities during, and showing the chapter's financial status at the close of, the preceding calendar year. The Treasurer shall ensure that the Hangar Comptroller is enabled as a co-signer on the chapter's checking account in order to ensure a back-up person can continue the financial transactions of the chapter in the absence of the Treasurer. The Treasurer shall also hold the title of and serve as the chapter Assistant Clerk. (Amended 2/06, 5/07)
- G. The hangar account financial activity, including the collection of hangar and workshop rents and payment of hangar expenses and repayment of hangar loans, may be managed by either the Treasurer or the Hangar Comptroller (see Article XIV). The Hangar Comptroller shall ensure that the Treasurer is enabled as a co-signer on the chapter's hangar checking account in order to ensure a back-up person can continue the financial transactions of the chapter hangar in the absence of the Hangar Comptroller. (Added 2/06)
- H. Disbursements
 - 1. The Treasurer may disburse funds for normal operational expenses upon presentation of those bills, receipts, and/or invoices constituting the chapter's monthly running expenses. The officers will determine the limits and policies governing such disbursements as changing times may require. (Added 1/90)

2. The Building Fund banking account shall be constituted as to require three of five signatures of the President, the Vice President, the Secretary, the Treasurer, and the Hangar Comptroller for withdrawals or transfer of funds for any purpose. (Amended 2/06)
3. The Executive Committee may, by majority vote, authorize disbursement of two hundred dollars or less. If the Disbursement is hangar related, see under Article XIV, Part C. (Amended 11/98)
4. The Chapter 106 checking account shall be constituted so as to require three of five signatures of the President, the Vice President, the Secretary, the Treasurer, and the Hangar Comptroller on all checks of \$1000.00 or more. (Amended 2/06)

- I. Audit of General accounts (Added 3/06)
 1. An annual audit of the financial activity of the chapter, except the hangar account activity, shall take place in November or December. (The hangar account activity audit is addressed in Article XIV.D.7)
 2. The General Financial Audit Committee shall be comprised of three members. The Treasurer and the Hangar Comptroller shall conduct the audit with either the President or Vice President as the third member.
 3. The Executive Committee may review the general financial activity upon a 7-day request of 3 or more members of the Executive Committee.
 4. The Chapter 106 membership may review the general financial activity upon a 21-day written request to the Treasurer by 5 or more members in good standing.
 5. The Audit Committee shall sign a copy of the audited documents and provide those to the Secretary for the chapter records.

ARTICLE X ELECTION OF OFFICERS

- A. Nominations for officers shall be opened at the September regular chapter meeting. (Amended 10/77)
- B. Nominees for office shall be chapter members in good standing.
- C. Each officer shall be elected by a simple majority at the October election meeting and the election meeting must be announced in the newsletter at least seven days in advance of the meeting. The election must be by secret ballot if three or more members request it. A quorum must be present (see Article XII.E) and members not able to attend in person may submit a proxy (see Article XII.H). (Amended 11/98,12/05,2/06)
- D. Officers shall be elected for a term of two years. (Amended 12/73)
- E. No person shall hold the same office for more than two consecutive full terms, unless an exception is approved by using the following procedure: 1) Approve a motion to notify all members that an exception is proposed. 2.) Notify members at least seven days before the election of officers. 3.) Approve the term length exception prior to election of the officer(s) to whom it applies. 4.) Any term length extension shall be limited to one additional full term. 5.) In all cases, no person shall hold the same office for more than three consecutive full terms. Notwithstanding the above full-term rules, should there be no nominee who is capable and willing to be elected to a position, the member whose term is ending shall fill that vacancy, until such time as a capable and willing nominee can be found and a special election is held (with 7-days notice) for the balance of the term. (Amended 2/06 and 11/09)
- F. Newly elected officers shall assume office on the date of the first regular chapter

meeting of the following calendar year. An interim position as a full Executive Committee member will be in place upon election to enable the new officers to participate in establishing budgets and policies for the upcoming term. (Amended 2/06)

G. Should any office become vacant during a term, a plan to install interim Officers shall be implemented in order to maintain active leadership until such vacancy, as defined herein, is filled by election as directed by the Executive Committee. (Amended 6/07)

1. An Officer's position shall be considered vacant for any of the following four reasons: (Added 6/07)

- i) Resignation by the Officer
- ii) Removal of the Officer under Article IX, paragraph H
- iii) Resignation by default if there has been no contact from the Officer, whether via e-mail, snailmail, or phone to the other Officers, for a period of 60 days.
- iv) Resignation by default due to absence from active participation in Executive Committee meetings and/or Chapter meetings for a period of 90 days without contact by the Officer with an adequate reason for their absence within 60 days following the last meeting in which they participated. Whether the reason is considered adequate shall be decided by a majority vote of the others on the Executive Committee.

2. Should the President's position become vacant, the following is the order of automatic succession without election: Vice President, Secretary, Treasurer, Hangar Comptroller, Hangar Manager. Any of the aforementioned may elect to forgo their move in the succession plan and the next position in the succession plan shall be asked to make the move. To maintain continuity and performance of all chapter functions, the resultant vacancy created shall be temporarily served by the vacating Officer or Executive Committee member, in addition to their new position, until an election is held. In order to maintain membership awareness of their leadership, notification to the membership of this change shall be made in the next newsletter, e-mail, snailmail, or phone call.

(Added 6/07)

3. Should a position other than the President become vacant, the Executive Committee shall appoint a member in good standing, whether a former Officer or not, to serve in that vacant role, with all that's roles duties, responsibilities, and authorizations, until an election can be held. In order to maintain membership awareness of their leadership, notification to the membership of this change shall be made in the next newsletter, e-mail, snailmail, or phone call. (Added 6/07)

4. The vacancy created, whether by succession (for the role of President) or whether by Executive Committee appointment (all other Officer positions), shall be put before the membership for election with 7 days notice prior to the next membership meeting. Should the person who succeeded the President wish to reverse the succession move made during the vacancy, the President's position will be placed before the membership for election rather than the vacancy which resulted from the succession move. In all other cases, the member who served on an interim basis shall become a nominee for the vacant role replacement election. (Added 6/07)

H. Any Chapter Officer or Executive Committee member may be removed from their position by a 2/3rds majority vote of the members in good standing, whether in person or by proxy, at a regular business meeting. Any member in good standing may make a motion, for such a vote. If the motion is passed, an announcement must be made in the newsletter at least seven days before the actual vote is taken.

(Added 11/98)

ARTICLE XI EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Hangar Manager, Hangar Comptroller, and no more than two other chapter members in good standing, who have been appointed by the President at a regular business meeting. This appointment must be noted in the minutes of the meeting. All Executive Committee members must be notified of all meetings, and reasonable steps taken to accommodate the schedules of all who wish to attend. A minimum of four Executive Committee members is required for a quorum at committee meetings. Unless stated otherwise in these By-laws, all Executive Committee decisions will be decided by a simple majority of the Executive Committee members present at the meeting. (Amended 11/98 & 2/06)
- B. Once elected, officers for the following year shall immediately serve on the Executive Committee for the remaining calendar year prior to their new term as officers. They will serve as full members with voting privileges in order to ensure a smooth transition as well as participation in decisions on budgets and policy that will carry into their new term. (Added 2/06)
- C. The Executive Committee shall advise and assist the President in planning and carrying out the business of the chapter.
- D. Any Chapter Officer or Executive Committee member may be removed from their position by a 2/3rds majority vote of the members in good standing, whether in person or by proxy, at a regular business meeting. Any member in good standing may make a motion, for such a vote. If the motion is passed, an announcement must be made in the newsletter at least seven days before the actual vote is taken. (Added 11/98)
- E. In order to provide management continuity to mentor the newly elected President and Executive Committee and provide historical decision information, the outgoing President shall be offered a one-year term as a special advisor on the Executive Committee. This special advisor position, while participating in the discussions, shall have no vote. (Added 2/06)

ARTICLE XII CHAPTER MEETINGS

- A. Regular chapter meetings shall be held on the first Friday or Saturday of each month or as directed by the Executive Committee. (Amended 2/06)
- B. Regular meetings may be cancelled by the Executive Committee; however, no more than one regular meeting in succession may be cancelled.
- C. Special chapter meetings shall be called by the Secretary at the request of the President, a majority of the Executive Committee, or of five members in good standing.
- D. Meetings shall be held at a time and place determined by the President.
- E. Twenty Five percent (25%) of the members in good standing on the chapter roster shall constitute a quorum, whether in person or by proxy, necessary for the transaction of business at any meeting. Business is defined as commitment of expenditures of financial assets over \$200, physical assets, and/or human resources. (Amended 12/05)

- F. All questions before the chapter meeting which require decision by vote shall be decided by a majority vote of the members in good standing, whether in person or by proxy, unless a different method and/or majority is explicitly specified in these By-Laws for a given decision. Voting shall be by secret ballot upon the request of three or more members in good standing. (Amended 11/98)
- G. A majority of the chapter members in good standing may vote, whether in person or by proxy, to decide by vote, any question or issue which may arise at a regular chapter meeting. The results of this vote are not binding on the membership or Executive Committee if a separate mechanism is specified in these By-Laws to resolve that question. (Amended 11/98)
- H. All members in good standing may either vote in person at a meeting or vote by means of a proxy.
1. To allow time for submittal of a proxy, notification of meetings will be via newsletter and in the case of an issue requiring a vote, will be included in that newsletter or sent separately at least seven days prior to such meeting.
 2. A member in good standing who is unable to attend a meeting is encouraged to submit a proxy, whether to help constitute a quorum for any business which may arise at a meeting or to cast a vote on a pre-announced issue requiring a vote by members in good standing.
 3. A member may submit a proxy by either e-mailing the Vice President, or if they have no access to e-mail may submit a proxy by US mail to the VP. The Vice President shall ensure the designee of each named proxy is notified of such, prior to or at the start of the meeting.
 4. A proxy:
 - i) Shall designate another member in good standing who must be present to enact the proxy (whether to constitute a quorum and/or to cast a vote).
 - ii) May contain specific instructions of how their vote is to be cast for any pre-announced issue.
 - iii) Shall be in effect only for one announced meeting (or its rain/snow date). Any subsequent meeting requiring a quorum or vote will be announced and shall require a new proxy.
 5. At the start of a meeting for which proxies have been received, the Vice President shall conduct a roll call of those who submitted proxies to determine if they are in attendance. If a member has submitted a proxy and then attends the meeting in person, their proxy shall become null and void.
 6. In order to ensure and constitute a quorum, if a member in good standing does not attend a chapter business meeting in person nor submits a designated proxy, a proxy to the Executive Committee becomes automatic.
 - i) To ensure the Executive Committee does not have an automatic majority over those attending the meeting in person, the Executive Committee may only enact as many non-designated proxies as needed to make up the balance of the quorum necessary to conduct business and votes.

Those non-designated proxies which are enacted by the Executive Committee to make up the balance of a quorum shall be assigned and voted by those Executive Committee members who are present at the meeting. The distribution of those proxies shall be in the sequence of President, Vice President, Treasurer, Secretary, Hangar Manager, Hangar Comptroller, and other Executive Committee members, the latter in the sequence determined by the President. If more non-designated proxies are to be assigned than the number of Executive Committee members present at the meeting, then the distribution will be cycled in the same order again until a quorum number is reached for the meeting. (Added 12/05)

ARTICLE XIII AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended at any chapter meeting by a two-thirds majority of those members in good standing, whether in person or by proxy, provided that notice of such proposed action is given at least seven days prior to the meeting.

ARTICLE XIV CHAPTER 106 HANGAR

(Added 11/98)

- A. The affairs of the Chapter 106 Hangar will, in general, be managed by the Hangar Committee composed of two members:
1. The Hangar Manager (HM) (chairman), and
 2. The Hangar Comptroller (HC)
- B. Election of Hangar Committee members
1. Committee members will be elected for a two-year term of office.
 2. The Hangar Committee is a service committee. Its members are not additional Chapter Officers. A committee member may serve more than two consecutive full terms if re-elected. A Hangar Committee member may also concurrently hold a Chapter Office if elected to both positions.
 3. If possible, the election of Hangar Manager will be held the year before the election of Chapter Officers and the Comptroller, so that the Hangar Manager's term of office will be staggered with the other terms. If the elections of Hangar Manager and Chapter Officers occur in the same year, then the Hangar Manager's term will only be for one year.
 4. If possible, the election of the Hangar Committee members will be held at the October meeting preceding the term of office. In all cases, the election meeting must be announced in the newsletter at least seven days in advance of the meeting.
 5. Each committee member will be elected by a simple majority of the members in good standing, whether in person or by proxy, voting at the election. The election must be by secret ballot if three or more members request it.
(Amended 2/06)
 6. Committee members must be members in good standing of EAA Chapter 106.
 7. If one Hangar Committee position becomes vacant during the term of office, the other committee member will assume the duties of both committee positions until the vacant position can be refilled by election by the Chapter Membership.
 8. A committee member may be removed from the Hangar Committee by a 2/3rds majority vote of the members in good standing, whether in person or by proxy, at a regular business meeting. Any member in good standing may make a motion for such a vote. If the motion is passed, an announcement must be made in the newsletter at least seven days before the actual vote is taken.
- C. Authority and Responsibilities of the Hangar Manager (HM)
1. Definitions:
 - a. A "valid lease" is defined as an agreement for the rental of either a hanger area in Chapter 106's hanger, or a tie down area on the Chapter's leased land. This agreement must be signed by the renter and by Chapter President Ed Dokus if signed before 11/6/98 or by the renter and the Hangar Manager if signed after 11/6/98. The provisions of a valid lease must also be approved by the Executive Committee if signed after 11/6/98.
 - b. A "tenant" is defined as the named lessee on a valid lease as defined above.
 2. The Hangar Manager (HM) is in charge of the operation and maintenance of the hangar, and therefore may establish operation and maintenance policies, as long as they do not conflict with hangar insurance requirements, the tenant's valid leases, EAA Chapter 106 By-Laws, or State laws.
 3. The HM has the authority to sign leases for the rental of the Chapter 106 tie-downs and hangar areas once the provisions of these leases have been approved by a majority vote of the Executive Committee. The President or Vice President of Chapter 106 must sign the lease form indicating the provisions of the lease have been approved by the majority of the Executive Committee.
 4. The HM, in cooperation with the HC, will prepare a proposed budget for the coming calendar year. This budget will be presented to the membership at a

regular business meeting no later than January of the budget year. An announcement that the budget will be presented must be made in the newsletter at least seven days before the presentation meeting.

(Amended 7/99)

- a. The budget may be approved, or modified and approved, by a majority vote of the members in good standing, whether in person or by proxy, at that meeting.
 - b. The budget may be amended by the Chapter Membership at any meeting for which written notice of this intent was given at least seven days in advance in the newsletter.
 - c. The proposed budget must include, at a minimum:
 1. Reserve for unexpected expenses,
 2. Estimate of periodic expenses and routine maintenance,
 3. Reserve for improvements,
 4. Estimate of income,
 5. Funds allocated for the repayment of the Chapter's long-term debt (if any).
 - d. Except in emergencies, as provided for below, this budget may not be exceeded unless approved by the Chapter Membership.
5. If the majority of the members of the Executive Committee agree that an emergency situation exists, they may authorize the HM to spend up to \$1000 to deal with this emergency.
 6. With the exception noted above, spending amounts more than \$500 must be approved by a majority vote of the members in good standing, whether in person or by proxy, at a regular or special meeting of EAA Chapter 106. This vote must be announced in the newsletter or meeting notice at least seven days before the vote is taken.
 7. The HM has the authority to resolve disputes between the tenants on hangar related matters, or between a tenant and the HM. The HM has the additional authority to resolve disputes over hangar assets (tools, work space, etc.) between Chapter Members, or between other Chapter Members and the HM.
 8. Appealing the HM's decision.
 - a. A tenant or Chapter Member may appeal a policy or decision of the HM to the Executive Committee by delivering written copies of the appeal to the Executive Committee members. They may over rule the HM's decision by a 2/3rds majority vote. The committee must reach a decision and notify the parties of the decision within 10 days of receiving the appeal. This decision is final.
 - b. Only Executive Committee members not directly involved in the dispute may vote on the appeal.
 - c. If all, or all but one of the Executive Committee, is directly involved in the dispute, then the appeal will be heard by the membership at the next regular business meeting. The subject of the appeal must be announced in the newsletter at least seven days before the meeting. All members in good standing may vote, whether in person or by proxy, on the appeal, including those involved in the dispute. The HM's decision may be overruled by a 2/3rds majority in this vote.
 9. If the HM is also a tenant, and a dispute arises between a tenant and the HM as tenant, then the resolution of the dispute will be made by the majority of the Executive Committee not directly involved in the dispute. An appeal of this decision can be made to the membership as described in Paragraph 8c above.
- D. Authority and Responsibility of the Hangar Comptroller (HC)
1. The Hangar Comptroller (HC) will maintain records of hangar income and expenses, and monitor cash flow.
 2. The HC will assist the HM in the preparation of the proposed budget for the coming year.
 3. The HC will keep records of the repayment of loans and notify the treasurer which loan payments to make each month, or the HC may make those payments himself directly from the hangar account funds. (Amended 2/06)
 4. Each year, at the budget meeting, the HC will notify all Chapter Members what

loan repayments have been made, and what loan repayments are planned for the coming year.

5. The HC will prepare new leases under the direction of the Hangar Manager and Executive Committee, and will recruit new tenants if necessary.
6. The HC will notify tenants of rate changes, overdue rents as outlined in the tenants' leases, and will pursue legal action to collect overdue rent if necessary.
7. An annual audit of the hangar financial activity shall take place in November or December. (The chapter's general account activity audit is addressed in Article IX.I) The Hangar Financial Audit Committee shall be comprised of three members. The Hangar Comptroller and the Hangar Manager shall conduct the audit with the Treasurer. However, if the Treasurer is also the HC, then the third member of the Hangar Financial Audit Committee shall be either the President or Vice President. The Audit Committee members shall sign a copy of the audited documents and provide those to the Secretary for the chapter records.

(Added 3/06)
8. The Executive Committee may review the records of the HC at any time upon a 7-day request of 3 or more members of the Executive Committee (Amended 3/06)
9. The Chapter 106 membership may review the hangar financial records upon a 21-day written request to the HC by 5 or more members in good standing.

(Amended 3/06)
10. The HC will maintain a waiting list of members who wish to become tenants of Chapter 106. When a vacancy occurs, it will be announced at least seven days before a regular meeting, and the majority of the members in good standing attending that meeting will decide who on the waiting list will fill that vacancy.
11. It is the HC's responsibility to notify the Executive Committee and chapter members of any impending defaults. (See paragraph H below).

E. Hangar Workshop

1. Chapter Members in good standing may use a hangar workshop area with the permission of the Hangar Manager. All projects which are set up for more than a day must be prescheduled with the HM.
2. Projects, which will be set up for more than a day, will be charged a workshop fee.
3. A workshop area may be rented for a week at a time. If no other member requests the area, the area may be re-rented for additional weeks. If demand is not high, the Hangar Manager may rent a work shop area for as long as a month at a time. If no other member requests the area, it may be re-rented for additional months.
4. Rental of an area for more than one month at a time must be approved by a majority vote of the members in good standing, whether in person or by proxy, at a regular business meeting. The details of the request must be presented in the newsletter at least one week before the vote is taken.

F. Rental Rates and Fees

1. Workshop fees will be set by a majority vote of the Executive Committee.
2. Hangar and tie down tenant lease rates will be set by a majority vote of the Executive Committee.
3. Tenant lease rates may be reviewed each October for the following year (starting January 1), but must be reviewed at least once every three years.
4. If a majority of the Executive Committee are tenants of Chapter 106, then the lease rates will be reviewed and set by a Rate Committee composed of the members of the Executive Committee, plus enough additional members, elected from the Chapter Membership, so that a majority of the Rate Committee are not tenants of Chapter 106. The election of these additional members must be announced in the newsletter at least seven days prior to their election at a regular business meeting.
5. New rates cannot be imposed on present tenants that would violate the terms of their existing leases or prepayment agreements.

G. Repayment of Loans

1. The Executive Committee and Chapter 106 as a whole will endeavor to repay its outstanding loans as rapidly and fairly as is reasonably possible.
2. To this end, the Executive Committee or Rate Committee will set tie-down and hangar area lease rates near comparable rates at Lawrence Airport, unless full occupancy becomes a problem.
3. The "rent surplus" is here defined as the income from tie-down and hangar rental, minus the operating and maintenance expenses of the hangar for a calendar year.
4. Once an unexpected expense reserve has been established, 100% of the rent surplus in a given year must be used to repay outstanding loans and/or interest, until all loans are repaid. The exception to this rule is if a majority of the "present-value-votes" (see Parts H-5 and H-6 below) support a motion to do otherwise. Assets gained from separate fund raising activities (plane washes, pancake breakfasts, etc) are not subject to this restriction.
5. The general policy will be to repay the "secured loans" first. (Secured loans are those supported by collateral; unsecured loans are not. See Part H-1 & 2 below)
6. Then, in agreement with the verbal commitment made to Chapter Members when the loans were originally solicited, the unsecured loans will be repaid in the order in which they were made.
7. If a Chapter Member agrees to be repaid later, out of sequence, that permission must be obtained in writing, and retained by the Chapter until the loan is repaid.
8. A creditor may request early repayment, out of sequence, because of a hardship by appealing to the Executive Committee in writing. The committee will grant the request if a simple majority approves.
9. If an "unsecured creditor" dies, the comptroller will notify the family in writing, within 30 days, of the type of asset (loan or prepayment agreement) the deceased had with the Chapter, its approximate present value, and in the case of a loan, approximately when it is scheduled to be repaid. The family will also be notified of the possibility of earlier repayment by appeal to the Executive Committee.
10. Chapter 106 may not takeover a tie-down or main hangar area for its own use unless all "unsecured loans" are repaid, or unless this action is approved in writing by a 2/3rds majority of the "present-value-votes" of unsecured loan creditors. This take over restriction does not apply to the hangar workshop area, which was intended from the beginning to be for Chapter 106 use.

H. Default

1. "**Secured creditors**" are here defined as those individuals or organizations which have made loans to Chapter 106, and have a mortgage or other provision in their agreements for collateral to recover part or all of their investment in case Chapter 106 defaults on the terms of the agreement.
2. "**Unsecured creditors**" are here defined as those individuals who have made loans to the Chapter, or have made prepayment agreements with the Chapter, and have no collateral to secure the agreement beyond the Chapter's promise to pay or fulfil the agreement.
3. If the Chapter faces impending default within the next 45 days on one or more of its agreements with secured creditors (and therefore loss of control of the hangar), the unsecured creditors and/or chapter 106 members in good standing, may at their option, pay the remaining debt to the secured creditors, and:
 - a. Take control of the hangar, and continue to operate it within Chapter 106 until the unsecured loans are repaid, and the prepayment agreements are fulfilled or purchased; or
 - b. Purchase the hangar from the Chapter at fair market value, minus the payment to the secured creditors, and minus the value of the unsecured loans and prepayment agreements; or
 - c. Sell the hangar at fair market value, repay the unsecured creditors the present value of their loans and prepayment agreements, and turn over the

remainder of proceeds from the sale to Chapter 106.

4. In these By-Laws the term "**present value of a loan**" at any point in time is defined as the dollar amount of the original principle of the loan, plus all accumulated interest, minus any payments that have been made on that loan.
5. In these By-Laws, the term "present value of a prepayment agreement" at any point in time is defined as the dollar amount of the unused balance in the prepayment account, plus the fraction of the prepaid period that has elapsed, times the sum of the differences each month between the market rent of the tie-down or hangar area, and the fixed rent.
 - a. This sum is taken over the differences from the point in time being considered, to the end of the fixed rent period (three times the prepayment period), as specified in the prepayment agreements.
 - b. The market rent of the tie-down or hangar area at any point in time is found by starting with the rates on January 1, 1999, and incrementing them 4% per year, compounding yearly on January 1st of each year.
 - c. Now if you think that's bad, this present value (PV) can be expressed by the equation below, where:
 - B=the present balance in the prepayment account;
 - m=the number of months elapsed since the prepayment period began;
 - M=total number of months in the prepayment period;
 - R=the tie-down or hangar area monthly rent on January 1, 1999;
 - p=the number of full months left in the present calendar year;
 - n=the number of full calendar years that have elapsed since 1/1/99;
 - i=a summation index;
 - N=# of full calendar years fixed rent period extends after 1/1/99;
 - f=the number of months remaining in fixed rent period of the final calendar year if it does not include all 12 months of that year.

$$PV = B + \frac{m}{M} R * [p * (1.04^n - 1) + 12 * \sum_{i=n+1}^N (1.04^i - 1) + f * (1.04^{(N+1)} - 1)]$$

6. If the Chapter faces impending default within the next 60 days on any secured loan agreement, any unsecured creditor or chapter 106 member in good standing may call a meeting of the unsecured creditors and the chapter 106 membership to plan on exercising one or more of the options described above when it becomes appropriate.
 - a. Notice of this meeting must be sent to each unsecured creditor at least seven days before the meeting.
 - b. At this, and all subsequent meetings, the unsecured creditors will have one vote for each dollar of the present value of their loan and/or prepayment agreement, herein defined as a "**present-value-vote**".
 - c. An unsecured creditor may vote by written proxy.
 - d. Decisions will be made by a simple majority of the present-value-votes possible, not just by a majority of the present-value-votes cast at a meeting. If a majority of the present-value-votes possible are not represented at the meeting, no binding decisions can be made.

I. Miscellaneous

1. If the HM is also a Chapter Officer, s/he will still have no more than one vote on Executive Committee decisions.
2. The Chapter 106 Treasurer will not honor payment requests made by a member of the Hangar Committee if they conflict with these By-Laws.
3. The Treasurer may commingle hangar and Chapter funds, but must keep records of how much of each account or investment belongs to each source.
4. The hangar is designated a NO SMOKING facility.

See next 2 pages for Policies and Procedures as well as document Change History

P O L I C I E S A N D P R O C E D U R E S

1. Treasury Funds will not be used to pay for flowers sent to members or others. Donations will finance such expressions by the chapter. (1977)
2. Visitors receive three free newsletters to encourage membership. If they do not join at by the end of the three months, newsletters cease.
3. Former members, who either have left the area (defined as greater than 1-1/2 hours drive from both Bedford, MA and Lawrence Municipal Airport, as calculated via an on-line map website) or have become ill or disabled, may upon request, continue to receive the newsletter for \$5.00/year, provided they receive such newsletter via e-mail. (Nov. 1997, 5/07)

4. Dues -- (Amended 4/08)

Dues will be assessed as follows (all receive newsletter via e-mail except *):

	Regular via Snailmail*	Family (Regular+Spouse)	Student (15-21)	Lifetime Regular	Lifetime Spouse	Effective starting:
\$15						1/1982
\$20	\$23					est 2000
\$20	\$24	\$24	\$10			1/2006
\$25	\$30	\$30	\$12.50	\$500	\$100	** 1/2008

A lifetime membership also includes some merchandise as follows:

Any Lifetime member shall receive an EAA106 Lifetime Member embroidered cap plus a \$20 credit toward any EAA106 merchandise. For an additional \$50 to any Lifetime membership, in addition to an EAA106 Lifetime Member embroidered cap, either an engraved EAA106 Lifetime Member plaque (with EAA106 logo) or up to a \$70 credit toward EAA106 merchandise.

* Snailmail is grandfathered for those still in this category and shall be approved on a case-by-case basis, based on need, for any new memberships.

** 1st-time members in 2008 will pay dues at 06/07 rate for balance of 2008.

5. Workshops fees are set by the Executive Committee to:

Per Day:	Per Month:	Starting:
\$15	\$50	(5/99)
\$15	\$55	Jan.1, 2004
\$15	\$60	Jan.1, 2005
\$ 5*	\$75	Jan.1, 2006

* = NOTE: The sum of the daily rate during any 30-day period shall not exceed that of the monthly rate should a member need to rent for a bit longer than planned. Once a member has paid a workshop fee on a daily basis but has hit the monthly rate, the workshop shall be theirs to use for the entire 30 days.

6. Hangar and Paved Tie-Down monthly lease rates are set to:

Paved Tie-Downs:			Allocated Space	Helicopter
Non-Electric	Electric	in the Hangar	in the Hangar	Starting:
\$60	\$70	\$150		4/98
\$70	\$80	\$160		Jan.1, 2002
\$70	\$80	\$160	\$125	Jan.1, 2004
\$75	\$85	\$170	\$135	Jan.1, 2005
\$75	\$85	\$210	\$150	Jan.1, 2006

7. Grass Tie-Down monthly lease rates are set to:

Airplane	Starting:
\$55	August 2007

8. Chapter roster (Added 01/08)

It has always been the policy of this chapter to share member information so that members may network. The roster and its information is never posted on the website and is only sent via e-mail to these three:

- a) EAA Headquarters
- b) The Lawrence Municipal Airport management
(The chapter, and therefore its members, are tenants)
- and c) the chapter membership

Members are expected to honor this members-only information by not sharing this information with anyone outside our chapter (please forward outside inquiries directly to a member, but never give a member's contact information to anyone outside the chapter). Members who are not Officers or Board members are also expected to never do any broadcast mailings to the membership, but rather may forward any general-interest information to the Officers for their review and possible distribution. Any member who abuses this members-only information privilege may be expelled subject to Article VI.E. The roster may include, but is not limited to, the following information: Name, address, E-mail address, phone, EAA#, EAA expiration date, dues status, joined date, and aircraft ownership/building/interest. Note: The phone number is the only info which may be excluded from the roster, if a member so requests when joining.

9. E-Mail (Added 01/08)

Distribution of the newsletter, announcements, and reminders shall be via a group e-mail except for the few snail-mail members who will receive the newsletter via US postal mail and possibly phone calls for any other time-sensitive information. The group e-mail shall utilize the BCC (blind carbon copy) section of the e-mail distribution for the member e-mail addresses.

CHANGE HISTORY

Chapter 106 By-laws as amended and approved December 10, 2005 - Change summary:

- 1) Introduction of the proxy (entire section H in ARTICLE XII)
- 2) Added the related text throughout the by-laws: whether in person or by proxy
- 3) Changed the quorum from 'One third' to 'Twenty Five percent (25%)'

Chapter 106 By-laws as amended and approved January 6, 2006 - Change summary:

- 1) MEMBERSHIP - several changes:
 - a) Removed requirement to attend 3 meetings before being allowed to become a member.
 - b) Clarified the process of becoming a member
 - c) Eliminated requirement of attending one out of every five meetings to be allowed to vote.
 - d) Added requirement of EAA National that all chapter members must belong to EAA National.
 - e) Eliminated rule which allowed members delinquent on paying their dues (by up to 2 months) to still vote.
 - f) Added new membership category of Family Member.
 - g) Added new membership category of Student Member.
- 2) Clarification about dues

Chapter 106 By-laws amended and approved February 11, 2006 - Change summary:

Officers, Executive Committee, Elections, Meetings - several changes:

- a) Clarified some roles: Secretary as well as Treasurer & Hangar Comptroller (resolved conflict in by-laws, too)
- b) Requires that the Treasurer and Hangar Comptroller be co-signers on all bank accounts to ensure coverage in the event of an absence by either.
- c) For expenditures of \$1000 or more (raised here from \$500) or expenditures from the building fund - require 3 of 5 possible signatures (an expansion of the list to 5 by adding the Vice President and Hangar Comptroller as 2 of the possible 5 to be the 3 signatures).
- d) Provided method to allow for one exception to extend the term of any Officer beyond the present two-term limit through a motion and then a 7-day notice before voting on the motion at a subsequent meeting.
- e) Added requirement that member notification be made at least 7 days prior to an election.
- f) Added Hangar Comptroller to Executive Committee.
- g) Added newly-elected Officers as voting members of the Executive Committee immediately upon election and prior to their Officer term so that they may participate in setting the budget and policies for their upcoming term.
- h) Added 1-year advisor term (no vote) to the Executive Committee for the outgoing President to ensure a smooth transition for the new President and Committee as well as provide historical information on past decisions.
- i) Expanded definition of when meetings are held to reflect actual practice of many Saturday meetings.

Chapter 106 By-laws amended and approved March 17, 2006 - Summary besides typos:

- a) Add new Honorary Member category
- b) Improve the definition of who does the audits and when for the general and the hangar finances.
- c) Expand notification to membership, not just Executive Committee, should there ever be an impending default on a loan.

Chapter 106 By-laws amended and approved May 4, 2007 - Summary:

- a) Prohibit financial obligations not within budget or not approved by membership
- b) Add "Clerk" and "Assistant Clerk" titles to existing Officer titles (for Commonwealth of Massachusetts).

Chapter 106 By-laws amended and approved June 9, 2007 - Summary:

- a) Define Officer vacancy rules and provide order of succession.

Chapter 106 By-laws amended and approved April 18, 2008

- a) Added new membership category of LIFETIME MEMBER

Chapter 106 By-laws amended and approved November _____, 2009

- a) Amended the term limit for when there is no nominee and the outgoing elected member is willing to serve in the interim.

(Changes to Policies and Procedures)

Amended and approved November 7, 2000

Amended and approved January 6, 2006

- a) Eliminated confusion of multiple entries with dues amounts.
- b) Moved rules about dues to by-laws section on dues.
- c) Amended dues amount and added Family and Student dues amounts.

Amended and approved March 17, 2006

Moved text on specific Workshop, Hangar, and Tie-down rates to this section.

Amended and approved May 4, 2007

Lowered rate and added limitation to former member rate to require e-mail delivery.

Amended and approved August 9, 2007

Rate Setting Committee held to existing rates (hangar, paved tie-downs, workshop), but created new grass tie-down rates.

Amended and approved January 4, 2008

Added policy statements regarding roster and e-mail.

Amended and approved April 18, 2008

Amended dues history as well as incorporated new lifetime membership dues.