

VALLEY R/C FLYERS, INC. BY-LAWS

ARTICLE I – MEMBERSHIP

Sec. 1. Members may be any person, regardless of age or sex, providing he/she otherwise qualifies under the by-laws. Individuals must be interested in the hobby of radio controlled model aircraft. .

Sec 2. Use of (VRCF) flying field is restricted to those people who hold the proper R/C credentials in their possession. American R/C flyers must have a current Academy of Model Aeronautic (AMA) card in their possession. Canadian R/C flyers must have a current Model Aeronautics Association of Canada (MAAC) card in their possession.

Sec. 3. Members may be accepted upon application and approval of the Board of Directors. Members may be dropped or subject to disciplinary action for rule, ethics and code of conduct violations, at the discretion of the Board of Directors.

Sec. 4. Only full AMA members who are current with their club and AMA dues may hold office in the corporation. No member of the corporation will be allowed to serve as an officer on the Board of Directors unless he/she has been a member of the corporation for two (2) years preceding their becoming an officer.

Sec. 5. The corporation shall issue a certificate or membership card to all dues paying members to signify their membership in the corporation. Signification is achieved by the submission of the completed application form and full payment of dues.

Sec. 6. Safety and field rules will be in accordance with the AMA rules and any other special rules deemed appropriate by the Board of Directors and shall be enforced specifically by the Safety Officer and/or other Board of Directors members. Such special rules shall be disseminated to the Membership and posted at the flying field.

Sec. 7. The financial responsibility (insurance) of each member is provided by their AMA membership. The Valley R/C Flyers accepts no financial liability due to acts of individual members or guests

ARTICLE II – MANAGEMENT

Sec. 1. The affairs and operating procedure of this corporation shall be managed by the Board of Directors, consisting of seven directors as follows: President, Vice President, Secretary, Treasurer, Safety Officer, and two additional board members, either of who may be assigned special projects or responsibilities regarding the administration of the corporation. The officers and Board of Directors members of the corporation must be at least 18 years of age or more to hold office.

Sec.2. The Vice President will advance at the end of each year to the Presidency. At each election, the membership shall elect a Vice President, Secretary, Treasurer, Safety Officer, and two additional Board Members.

Sec. 3. All directors and officers shall serve a one year term, but may be re-elected except for the Vice President who shall move up to President after the first year.

Sec. 4. There shall be a limit of ten consecutive years for the number of terms any officer may hold with the exception of the President, who shall serve only a one-year term. He/she may be reelected to the Board of Directors and subsequently to the Presidency.

ARTICLE III – DUTIES OF THE BOARD OF DIRECTORS

Sec.1. The Board of Directors shall set the dues, time of payment and otherwise manage the affairs of the corporation, including the time and place of meetings of the membership and the Board of Directors. They shall also carry out the will of the membership to the best of their ability. They shall also review the BI-laws annually.

Sec. 2. A quorum at any meeting of the Board of Directors shall be five Board Members.

Sec.3. The President shall preside at all meetings of the Board of Directors and meetings of the membership. The president will present to the membership a Meeting Agenda at least 3 days in advance of each membership and board meeting.

Sec. 4. The Vice President shall preside and act as President in the absence of the President at any meeting.

Sec. 5. The Secretary shall record and maintain the minutes of each meeting of the Board of Directors and all meetings of the membership.

Sec. 6. The Treasurer shall receive funds due the corporation and dispense such funds upon the approval of the Board of Directors. He/she shall keep a list of the members and an accurate record of the funds and inventory of equipment of the corporation. He/she shall deposit all funds in a corporate bank as designated by the Board of Directors. All accounting for the corporation funds by the Treasurer shall be accomplished using an automated accounting system using current technology. The corporation will provide the software to the Treasurer for use during his/her term as Treasurer.

Sec. 7. No indebtedness may be incurred by the Board of Directors in excess of the amount in the treasury without the approval of the majority of the Paid-up membership.

Sec. 8. All checks of the corporation shall be signed by the Treasurer on the approval of the Board of Directors. One other Board of Directors member shall be added to the signature cards of the corporate bank to be able to disperse funds from the various accounts to insure continuation of payment, transfers, deposits, and other banking details in the absence of the Treasurer. He/she shall be accountable to the Board of Directors in the same manner as the Treasurer.

Sec. 9. All officers and Board of Directors shall serve without compensation for their duties in and for the corporation.

ARTICLE IV – MEETINGS AND ELECTIONS

Sec. 1. Membership meetings and Board meetings are to be held a minimum of once in two months, the time and place to be determined by the Board of Directors.

Sec. 2. A meeting for the purpose of electing Officers and the Board of Directors shall be held during the December meeting. Nominations shall be accepted during the meeting immediately ~~preceding the~~ December meeting and again prior to the election at the December meeting. A minimum of 10% of the membership must be present for the purposes of election of the Board of Directors.

Sec. 3. A nominating committee may be appointed by the Board of Directors prior to the election to obtain candidates for the officers of the corporation.

Sec. 4. Proxy voting shall not be allowed in any elections for Board of Directors or Officers of the Corporation.

Sec. 5. Any vacancy on the board of directors or among the officers of the corporation shall be filled by the board of directors and approved by the majority of the membership at the next scheduled meeting.

Sec. 6. A special meeting may be called by a minimum of 10% of the voting membership and delivered to the President or Secretary with the document signed and dated and containing the written demands for the meeting. Within 30 days of the receipt of the demand, the Board shall call a Special Meeting to be held no later than 90 days from the date of the request. The notice of Special Meeting must contain a Statement as to the purpose of the meeting and business transacted at the meeting shall be limited to the purposes stated in the notice of the meeting.

ARTICLE V – AMENDMENTS

Sec. 1. Amendments of these by-laws shall be made by a 2/3rds majority vote. At least 30% of the membership must vote either at the meeting or by mail in ballot.

Sec. 2. Proposed amendments must be submitted in writing to the Board of Directors and then circulated to the general membership at least 30 days prior to the date of the vote. Mail in ballots will be made available to those members who are unable to attend the meeting. Mail in ballots shall be opened at the meeting and counted as if those persons were present at the meeting.

ARTICLE VI – NORTH DAKOTA NON-PROFIT CORPORATION

Sec. 1. The Valley RC Flyers, Inc. shall be incorporated under North Dakota law. The Board of Directors shall appoint a registered agent to be responsible for annual renewal.

Sec. 2. These by-laws and any subsequent amendments are to abide by the North Dakota Century Code, Chapter 10-33, Nonprofit Corporations.

ARTICLE VII – IMPEACHMENT AND DISCIPLINARY ACTION

Sec. 1. Impeachment of an officer or member of the board of directors shall take place only if the following procedure is followed:

- a. A letter showing just cause must be presented to the board at regular scheduled meeting or at a special meeting outlined in Article VI Section 6. This letter must be accompanied by a petition signed by at least 20% of the membership.
- b. The Board shall notify the person that he/she has had the impeachments process started on him/her.
- c. The Board shall give the board member the right to defend his/her actions.
- d. The Board of Directors shall circulate the appropriate information to the general membership at least 30 days prior to the date of the vote. Mail in ballots will be made available to those members who are unable to attend the meeting. Mail in ballots shall be opened at the meeting and counted as if those persons were present at the meeting.
- e. The impeachment must be approved by a 2/3rds majority vote. At least 30% of the membership must vote either at the meeting or by mail in ballot.

Sec. 2. Disciplinary Action directed toward member of the corporation may include any of the following:

- a. Verbal warning.
- b. Written warning.
- c. Removal of flying privileges for a period of time.
- d. Banned from flying field for a period of time.
- e. Revocation of membership for the remainder of the year.
- f. Permanent expulsion from the corporation.

REVISED January 18, 2008 REVIEWED and APPROVED – October 19, 2010 Reviewed and Amended – December 6, 2011