

ARVADA ASSOCIATED MODELERS BYLAWS

Revised 12/01/2008

Article I NAME AND LOCATION

SECTION 1. The name of this organization shall be the ARVADA ASSOCIATED MODELERS, a nonprofit corporation incorporated in the State of Colorado.

SECTION 2. An address for the club shall be maintained in the city of Arvada, Colorado.

Article II OBJECTIVES

The objectives of this club shall be:

1. To promote the building, sport recreation, and competition events of model aircraft and associated hobbies in the greater Arvada area and vicinity.

2. To conform to the general policies and regulations of the Academy of Model Aeronautics. The club is an AMA chartered club. Numerous advantages accrue to the club through the AMA charter, and it is in keeping with club objectives. As an AMA chartered club, all members of the club must also be members of the Academy of Model Aeronautics. Exceptions to this are noted in Article III, Section 3.

Article III MEMBERSHIP

SECTION 1. Qualification: Membership in this club shall be composed of anyone who has an interest in model flying and associated hobbies, who has met the qualification prescribed in this article, and who agrees to comply with the club's rules and regulations.

SECTION 2. Active Member: An active member is further defined as one who:

- A. Has been accepted for membership.
- B. Is current in payment of dues.
- C. Is current in payment of all club assessments.
- D. Holds current AMA membership.

SECTION 3. Class of Membership

- A. Open - Active members nineteen (19) years of age or older as of July 1st.
- B. Junior - Active members under nineteen (19) years of age of July 1st.
- C. Family - Active members, nineteen (19) years of age or older, and the immediate family, excluding all children who meet the Open member requirement. All such Family Members have all rights, privileges and responsibilities as described under Article IV.
- D. Inactive - Former active members who request and are granted this status by the Board of Directors. The inactive member does not have voting rights, does not receive the newsletter, is not required to have current AMA membership, and does not have flying privileges.
- E. Honorary - Any person so nominated by the Board of Directors and approved by a majority of the active membership is given dues-free honorary status. An Honorary member may fly only if AMA membership is current. Otherwise, the honorary member has all rights, privileges, and responsibilities as described under Article IV.
- F. Service Personnel - Any current club member who is inducted into the Armed Services shall have all dues waived as long as he or she is on active duty. The Service Personnel Member shall retain all rights, privileges, and responsibilities as described under Article IV.
- G. Associate - The Associate Member is not required to hold current AMA membership, does not have flying privileges or voting rights, and is not required to pay club assessments unless becoming an active member. He or she does receive the newsletter and is required to pay annually one-fourth the annual Open dues.

SECTION 4. Removal: Members may be removed for cause from membership by a two-

thirds affirmative vote of the Board of Directors present at any meeting. For any cause other than nonpayment of dues, a vote for removal shall occur only after the member complained against has been advised of the complaint so lodged and has been given reasonable opportunity for defense; and such member, if removed, may appeal the decision of the Board to the annual business meeting of the club, providing that notice of intent to appeal is provided to the President at least thirty (30) day in advance of the meeting.

SECTION 5. Reinstatement: A former member desiring a continuous member record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous membership is not desired, the member may be reinstated on showing proof of qualification and paying current year's dues.

SECTION 6. Resignation: Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay dues, or other charges previously accrued and unpaid.

Article IV DUES AND ASSESSMENTS

SECTION 1. Establishment of Dues: Dues and admission fees for all classes of membership shall be established by the Board of Directors with the approval of the membership. Dues shall be on a calendar year basis. New Adult memberships or Family memberships shall pay a one time new membership fee of \$150.00 New Junior membership shall consist of a \$5.00 fee to be paid each year until age 19 or when a total of \$150.00 is achieved and a \$1.00 dues fee each year until age 19. At age 20 the previous Junior Membership will convert to Adult Membership with the remainder of \$150.00 membership fee due in that year.

1. Adult membership dues shall be \$48.00 annually. 2. Family dues shall be \$60.00 annually. 3. Associate dues shall be \$12.00 annually. 4. Junior dues shall be \$6.00 annually with \$5.00 being applied towards the membership fee.

SECTION 2. Delinquency and Cancellation: Any member of the club who shall be delinquent in dues or assessments after March 31st of each year shall be suspended from participation until such time that all dues are paid in arrears and up to date (including all previous years if applicable

SECTION 3. Establishment of Assessments: Special assessments may be levied on club members for any project approved by the club which if paid out of the club treasury would deplete operating capital below a minimum required amount. Said amount is to be determined by the Board of Directors based on economic factors in evidence at the time. To institute a special assessment the club must:

- A. Notify all active members by mail or club newsletter in advance of the meeting at which the assessment is to be voted. Said notification must contain the purpose, total cost, amount of assessment per member, and the terms of payment.
- B. Receive an affirmative vote from at least two-thirds of a quorum at the prescribed meeting.

Article V MEETINGS OF MEMBERS AND VOTING

SECTION 1. Annual Business Meeting: The annual business meeting of the club shall be held at such place and on such date as may be determined by the Board of Directors. The meeting is typically held in November.

SECTION 2. Special Meetings: Special meetings of the club may be called by the Board of Directors at any time, or shall be called by the President of the club upon receipt of a written request by ten (10) percent of the active members within thirty (30) days after the filling of such a request with the President. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

SECTION 3. Notice of Meetings: Written notice of any business meeting of the club at which official club business is to transacted shall be mailed to the last known address of each member not less than (10) nor more than (40) days before the date of the meeting.

SECTION 4. Voting: At all business meetings of the club each active member shall have one (1) vote, and may take part and vote in person only. Unless otherwise specifically provided by these Bylaws, a majority vote of those active members present and voting shall govern. Voting on issues involving the two-thirds vote requirement must be by secret ballot. All other issues are to be by show of hands, ayes and nays, or closed ballot at the

discretion of the club officer presiding at the meeting.

SECTION 5. Quorum of Members: At an annual business or special meeting of members, a quorum shall consist of at least thirty (30) active members or thirty (30) percent of all active members, whichever is less. All actions taken by said members shall be implemented by the Board of Directors.

SECTION 6. Cancellation of Meeting: The Board of Directors may cancel any annual business meeting for cause.

SECTION 7. Regular Meetings: Meetings for the education and enjoyment of the active members shall be held at a place and time to be determined by the Board of Directors with the understanding that the meeting will be held on a monthly basis to the degree possible. Notice of regular meeting shall be mailed whenever possible in the interest of maintaining maximum attendance.

Article VI OFFICERS

SECTION 1. Elected Officers: The elected officers of the club shall be a President, a Vice President, a Secretary, and a Treasurer. All officers are elected by the membership of the club and serve until their successors have been duly elected and assume office.

SECTION 2. Qualifications of Office: Any active member in good standing shall be eligible for nomination and election to any elective office of the club.

SECTION 3. Nomination and Election of Officers: In accordance with the procedures specified in Article VIII, Section 1; the Nominating Committee shall prepare and submit to the members, nominations for President, Vice President, Secretary, Treasurer and Safety Coordinator of the club. Any person so nominated shall have given prior consent to nominations and elections as an officer.

SECTION 4. Term of Office: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors.

Article VII BOARD OF DIRECTORS

SECTION 1. Authority and Responsibility: The governing body of this club shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the club, its committees and publications, shall determine its policies or changes therein; shall actively pursue these objectives, establish the financial policies of the club and be accountable for club assets, and shall be responsible for the interpretation of these bylaws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to its individual members.

SECTION 2. The Board of Directors shall consist of the following as voting members: The officers of the club named in article VI, the immediate Past President, Membership Chairman, Events Coordinator, Field Marshall, Chief Flight Instructor, Newsletter Editor, and Public Relations Officer. Membership Chairman, Events Coordinator, Field Marshall, Chief Flight Instructor, Newsletter Editor, and Public Relations Officer and Webmaster shall be appointed by the President and ratified by the elected members of the Board of Directors. The President may also appoint other non-voting positions to the Board as required.

SECTION 3. Term of Office and Manner of Election or Appointment: The Directors shall serve for a term of one (1) year or until their successors have been elected and assume office.

SECTION 4. Nominations: The Nominating Committee, acting in accordance with Article VIII, Section 1, shall present at least one nominee for the position of Safety Officer.

SECTION 5. Quorum of the Board of Directors: At any regular or special meeting of the Board of Directors, the President or Vice President and at least four other voting members of the Board of Directors shall constitute a quorum for the transaction of the business of the club. Any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

SECTION 6. Meetings of the Board: A regular meeting of the Board of Directors shall be held on a monthly basis at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than ten (10) days before the meeting is held. Special meetings of the Board may be called by

the President or at the request of five (5) Directors, by notice mailed, delivered, or telephoned to each member of the Board of Directors, not less than seventy-two (72) hours before the meeting is held.

SECTION 7. Voting: Voting rights of a Director shall not be delegated to another nor exercised by proxy.

SECTION 8. Absence: To Be Voided

SECTION 9. Vacancies and Removal: Any vacancy occurring on the Board of Directors between annual business meetings shall be filled by the elected members of the Board of Directors upon recommendation of the Club President. A Director so elected to fill a vacancy shall serve the remainder of the term of his or her predecessor. The Board of Directors may remove any Director for cause by an affirmative two-thirds vote of the entire Board at any regular or special meeting.

SECTION 10. Compensation: Directors and elected officers shall not receive any compensation for their services.

SECTION 11. Indemnification: Every Director, Officer and such other as specified from time to time by the Board of Directors, shall be indemnified by the club against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director, Officer, or any settlement thereof, whether the person is a Director or Officer at the time such expenses are incurred, except in such cause wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled. Indemnification is provided by AMA and is subject to all provisions and limitations imposed by AMA.

Article VIII SPECIAL AND STANDING COMMITTEES

SECTION 1. Nominating Committee: The President shall appoint a Nominating Committee Chairman who will then appoint at least two other active members to serve on the committee. The Nominating Committee shall nominate a candidate to the Board whenever a vacancy occurs in the elected office or Board of Directors with said candidate to be elected by a majority vote of the remaining members of the Board. The Nominating Committee shall nominate at least one candidate for each position of elected officers and directors

for the ensuing year and shall notify, in writing, the membership of its choice not less than thirty (30) days before the Annual Business Meeting. No member of the Nominating Committee is eligible to be nominated for any position. The ballot shall indicate those nominees recommended by the Nominating Committee and nominated from the floor at the annual meeting. The Nominating Committee will conduct an election in which each active member will have one vote to cast for each officer position and each directorship position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected. If the Nominating Committee has proposed only one candidate for a position and no nominations are made from the floor at the annual meeting, the Secretary shall cast a unanimous ballot for the candidate of the Nominating Committee. Results of the election shall be announced immediately. Members may not raise any matter at an annual business meeting unless they have given specifics of the proposal to the President no less than forty (40) days prior to the meeting.

SECTION 2. Finance Committee: The Finance Committee shall be chaired by the club Treasurer and shall be comprised of all officers and Board Members in control of programs having a financial impact on the club. The Committee will meet early in the year to establish a budget for the year and to determine how expenses are to be approved and paid.

SECTION 3. Creation and Dissolution of committees: The President shall monitor actions of the committees, councils, and task forces of the club and shall recommend to the Board of Directors on a regular basis the creation, dissolution, and consolidation of these bodies.

Article IX DISSOLUTION

SECTION 1. The club shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the club. On dissolution of the club, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.

Article X

RULES OF ORDER

SECTION 1. The rules contained in the current edition of ROBERT'S RULES OF ORDER shall govern the conduct of meetings of the club in all cause to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules the club may adopt.

Article XI AMENDMENTS

SECTION 1. Proposing: Amendments to or a repeal of the Bylaws may be proposed by the Board of Directors on its own initiative or upon petition by ten percent (10%) of the Active Members. The Board of Directors shall present all

such proposals to the Active Members with or without endorsement.

SECTION 2. Approval: Amendments to or a repeal of the Bylaws shall be approved by a two-thirds affirmative vote of the Active Members present and voting at any Annual Business Meeting or special meeting of the club, duly called, provided written notice of proposed changes have been sent to the Active Members thirty (30) days before such meeting.

Revision Dates: 12/01/2008
11/07/2006
11/11/2004
11/10/1998
11/11/1997
11/12/1996
05/08/1990
09/12/1988