

BY-LAWS OF THE
MIDDLESEX COUNTY
R-C FLIERS

MIDDLESEX COUNTY R-C FLIERS INC.
AMA CHARTER # 2512



Revised: March 11, 2009

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BY-LAWS OF THE MIDDLESEX COUNTY R-C FLIERS, INC.

ARTICLE I NAME

1. The name of the corporation is “ Middlesex County R-C Fliers”.
 The Corporation shall hereinafter in these By-Laws be referred to as the “Club”.

ARTICLE II PURPOSE

1. This Club has been organized to provide a common unity for radio controlled model aircraft enthusiasts. The members of the Club shall act to promote the scientific and educational aspects of model aviation and to provide communications and assistance to members less proficient in the various aspects of the hobby.
2. The Club is organized and shall be operated exclusively as a charitable, educational and scientific organization within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future US Internal Revenue Code.
3. No part of the net earnings of the Club shall inure to the benefit of or be distributable to its members, trustees, officers, or other private person, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Sections 1 and 2 hereof. No substantial part of the activities of the Club shall be the carrying of propaganda, or otherwise attempting to influence legislation and the Club shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of Internal Revenue Code of 1954.

ARTICLE III CLASSES OF MEMBERSHIP

1. REGULAR MEMBERS
 Qualifications for Regular Membership shall be: aged nineteen (19) years or older.
2. JUNIOR MEMBERS
 Qualification for Junior Membership shall be: under nineteen (19) years of age at the beginning of the calendar year, and be sponsored by a Regular or Senior Member of the Club. Junior Members shall have all the rights and privileges of a

Regular Member except holding the position of officer or director. The initiation fee is waived for Junior Members.

3. SENIOR MEMBER

Any person sixty (60) years or older upon presentment of proof of age, shall be eligible for Senior Membership. Senior Members shall have all the rights and privileges of Regular Members.

4. FAMILY MEMBER

A Family Member must reside at a residence of a Regular Member, and must be a direct family member, which includes spouse and/or children.

5. NON-FLYING MEMBERS

Members of any of the above-mentioned classes who choose to be identified as Non-Flying Members shall have all the rights and privileges of their class, except they shall not be permitted to operate R/C model aircraft or equipment at club flying sites.

ARTICLE IV DUES, FEES, AND GENERAL
MEMBERSHIP REQUIREMENTS

1. Membership in the club is restricted to those who profess both an interest in radio controlled model aircraft, and a willingness to participate in the programs of the club.
2. New members will be accepted within the limitations set forth in paragraph (1) above and in Article III hereof and, upon written application to the Clerk/Secretary, accompanied by all appropriate dues and fees.
3. The amount of the initiation fee and annual dues for the coming year shall be set at the Annual Meeting in January, by a majority vote of the general membership. At the December Meeting, the Board of Directors will make a recommendation to the membership as to the amounts of dues and fees. This recommendation will be based on a review of the current year's finances and an evaluation of future needs. Any changes to the amounts of dues and fees shall take effect on the first day of March following the annual meeting at which such changes were voted.
4. The initiation fee, when required, is due with application for membership.
5. The annual dues of all members of every class shall be due and payable before the close of business of the first business meeting for the following calendar year. Renewal dues for existing members shall be accompanied by written application for membership.
6. If the annual dues of any member remain unpaid after the first business meeting of the year (normally January) the person's membership shall be terminated by reason of such non-payment. Any person whose membership is terminated for reason of non-payment

of annual dues may be reinstated upon full payment of annual dues providing reinstatement occurs by the last day of February of the same year.

7. Reinstatement of membership beyond the last day of February requires application of new membership to the Club and is subject to all of the provisional requirements including fees, such as dues and initiation fee.
8. The members shall not have the power to levy any general assessment on the members of the Club or enforce payment of any amount beyond the annual dues and initiation fees.
9. Honorary membership status (for a period of one (1) year) will be bestowed upon the following members: previous year's President, Vice President, Clerk/Secretary, Treasurer, Directors, Newsletter Editor, field-grass mowers (eight (8) field cuttings to qualify), contest coordinators (conducting an AMA sanctioned event) and meeting Refreshment Director. Additions may be made to this list by nomination from the general membership at a regular scheduled meeting. The Board of Directors can approve such nominations by a majority vote of the Board of Directors. The Board of Directors, by a majority vote of the entire Board of Directors, may waive the above privilege if the Club Treasury will not support it.
10. All members of all classes must maintain and provide proof of current membership in the Academy of Model Aeronautics (AMA). The exceptions to this requirement are those members of any class who have chosen to identify themselves as "Non-Flying" members

ARTICLE V PLACES OF MEETING AND ACTIVITIES

1. The principal place at which the activities of the Club shall be carried on and at which the meetings of the members shall be held, shall be located in Billerica, Commonwealth of Massachusetts.
2. The Club may maintain and establish from time to time other places within or without the Commonwealth of Massachusetts at which the activities of the Club may be carried on or at which the meetings of the members may be held, at such locations as may be appointed from time to time by the Board of directors or members of the Club.

ARTICLE VI MEETINGS OF THE MEMBERS

1. The members of the Club shall meet annually for the election of the Officers and Directors and for the transaction of such other business as may properly come before the meeting at a place or places within or without the Commonwealth of Massachusetts as may be designated for said meeting by the members at the

last Annual or regular meeting. The Annual meeting shall be held on the second Wednesday of January in each year, if not a legal holiday, and if a legal holiday, then on the next Wednesday following.

2. Notice of the Annual meeting of the members shall be served in writing not less than ten (10), nor more than fifty (50) days previous to such meeting by first-class mail. When such notice is mailed, it shall be sent to each member of the Club entitled to vote on the election of Officers and Directors.
3. Fifteen (15%) percent of the members entitled to vote must be present in person to constitute a quorum at all meetings of the members for the election of Officers and Directors and for the transaction of other business except as otherwise provided by law, by the certificate of incorporation, or by these by-laws.
4. Each member who is in good standing who is entitled to vote shall be entitled at every meeting of the members to cast one (1) vote on each voting issue and such vote may be cast in person only, except as otherwise provided by law, by the certificate of incorporation, or by these by-laws.
5. Special meetings of the members, for any purpose or purposes may be called pursuant to resolution of the Board of Directors or by the President and shall be called by the President or Secretary at the request of members entitled to cast ten (10%) percent of the total number of votes entitled to be cast at such a meeting. Before such meetings are held, all members entitled to vote shall be notified in writing as above. Business transacted at special meetings shall be confined to the subjects in the call and germane thereto.
6. At all Annual and special meetings of the members of the Club, the order of business shall be substantially as follows:
 - Calling the role and ascertaining whether a quorum is present.
 - Reading of minutes of the previous annual or special meeting.
 - Completion of unfinished business.
 - Reading of communications to the Club.
 - Reading of Committee reports.
 - Transaction of new business.
 - Election of Officers and Directors (if Annual meeting)
 - Adjournment

ARTICLE VII OFFICERS AND DIRECTORS

1. The Officers of the Club shall consist of the President, Vice-President, Treasurer, and Clerk/Secretary.
2. There shall be a Board of Directors that shall consist of the officers, plus additional Directors as required making a total of seven (7) members.
3. The President of the Club, or in his absence the Vice-President, shall preside at all meetings of the members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer. The President shall see that all resolutions of the Board of Directors are carried into effect. At all meetings presided over by the President (or acting President,) the President (or acting President) shall cast no vote, except as required to resolve a tied vote.
4. The Vice-President, in the absence or disability of the President, may perform the duties and exercise the powers of the President and shall be responsible for the care and accounting of all Club property. The Vice-President shall provide a written account of all Club property at the annual meeting.
5. The Clerk/Secretary shall attend all meetings of the Board of Directors and all annual and special meetings and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings, preferably in a book kept for the purpose. The Clerk/Secretary shall give notice of all meetings required by these by-laws and shall have custody of the original copy of the by-laws and all amendments thereto. The Clerk/Secretary shall keep in safe custody the seal of the Club, and when authorized by the Board of Directors, shall affix it to any instrument requiring a seal. The Clerk/Secretary shall conduct correspondence of the Club and shall execute all instruments as may be officially authorized.
6. The Treasurer shall have custody of all funds of the Club and shall keep full and accurate records of receipts and disbursements in books belonging to the Club and shall deposit all moneys in the name of and to the credit of the Club in such depositories as may be designated by the Board of Directors. All disbursements shall be made by check and said check shall be signed either by the Treasurer or the President, or by dual signature if the amount exceeds \$750. He/she shall render to the President and Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all his transactions as Treasurer, and of the financial condition of the Club.
7. In case of the absence of any officer of the Club, the powers or duties of such officer may be designated to any officer or person on a temporary basis by the Board of Directors.

8. The affairs of this Club shall be managed by the Board of Directors. In addition to the officers of the Club, the Directors shall be elected at the annual meeting of members to serve for one (1) year and until their successors shall be elected. In addition to the powers expressly conferred upon them by these By-Laws, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or by the certificate of incorporation or by these By-Laws, required to be exercised by the members or the officers.
9. A Safety Officer shall be appointed by the President from among the members of the Board of Directors. The Safety Officer shall act as liaison between the Board of Directors and the membership on issues related to safety. Appointment of a Safety Officer in no way voids the responsibility of each individual member to act in a safe manner during club related activities, to abide by Club safety rules, and to adhere to the AMA Safety Code. This appointment is coterminous with that of the elected officers.

ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS

1. The Board of directors may hold their meetings within or without the Commonwealth of Massachusetts and at any of the locations at which the meetings of the members may be held as set forth in Article V of these By-Laws, or at other places as may be determined from time to time by resolution of the Board of Directors.
2. Special meetings of the Board of Directors may be called by the President on Five (5) days notice to each Director either personally or by mail. Special meetings shall be called in a like manner by the President or the Clerk/Secretary on the written request of two (2) or more Directors.
3. At all meetings of the Board of directors, the presence of a majority of the Board members shall be necessary to constitute a quorum and sufficient for the transaction of business and any act of the majority at a meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or these By-Laws.
4. Every meeting of the Board of Directors shall be called to order by the President or Vice-President, or in the absence of both, by a member of the Board of Directors.
5. Any business may be transacted by the Board of Directors at any meeting at which every member of the Board is present although held without notice, upon waiver signed by every Board member, whether before or after the meeting.
6. In the absence of fraud or bad faith, the Directors shall not be personally liable for the debts or obligations of the club, except as otherwise provided by the statute.

ARTICLE IX COMMITTEES

1. The President shall form all standing and ad hoc committees. Once formed, committee members shall select a chairperson by majority.
2. Ad hoc committees can be dissolved at any time by the creating president.
3. Membership on any committee is coterminous with the regular term of the elected officers. Membership on any committee can be terminated at any time through resignation, or through removal by a majority vote of the committee members, or through removal by a majority vote of the board of directors.
4. The following standing committees will exist on a permanent basis; other ad hoc committees may be formed from time to time as required for special purposes.

A. Newsletter Committee

It will be the responsibility of this committee to publish a newsletter for the members of the Club. The newsletter shall be published at least quarterly, but may be published as often as monthly. The newsletter shall be considered an official communications channel of the club.

B. Field Maintenance Committees

For each of the Club's recognized flying sites, a committee will be appointed to be responsible for field maintenance. If a paid contractor will perform some or all of the field maintenance, the Field Committee shall select a contractor, and make arrangements with said contractor after receiving approval from the Board of Directors.

C. Operations Committee

The Operations Committee is the sole agency inside the club with the authority to confer solo flying rights to members, and shall have the following responsibilities:

1. Establish, document, and communicate rules, requirements, and procedures regarding safe operations at the field, including safety on the ground and in the air.
2. Establish, document, and communicate rules, requirements, and procedures for the operation of the flying site(s), including (but not limited to) establishing hours of operation, frequency control procedures, no-fly areas, field courtesy rules, and other such areas of concern vital to continued smooth operation of the flying site(s).
3. Establish, document, and communicate rules, requirements, and procedures for verification of members' flying skills and certification of solo flying rights.

4. Establish and maintain a program of basic instruction (ground and flight) for members, including (but not limited to) the recruitment and training of instructors from within the membership and assignment of trainees to instructors. Document and communicate rules, requirements, and procedures related to the instruction program. The purpose of this instruction program shall be to teach to all members the skills and knowledge required to meet the solo flying requirements established under paragraph (3) above.

ARTICLE X NOMINATIONS AND ELECTIONS

1. The President shall form a nominating committee, consisting of between one (1) and three (3) regular members, no later than November 15th of the current year to select a slate of candidates for the coming term.
2. To be eligible for nomination for corporate office, or to become a member of the Board of Directors, a person must be a paid-up regular member for more than six (6) months. The outgoing President shall automatically become a Director for the year following his/her term of office unless he/she has been removed from office under the terms of Article XI, has resigned prior to completion of the elected term, or declines the position.
3. The slate shall consist of at least one (1) candidate for each of the four (4) Officer positions, and at least three (3) candidates for Director. No nomination shall be considered valid, or placed on the ballot, without the nominee's consent. The nominating committee will present the slate of candidates at the December meeting.
4. All known nominations will be published with the official notice of the election.
5. Nominations from the floor will be accepted at the December and January meetings.
6. Elections shall be held at the Annual meeting in January and the Clerk/Secretary shall duly notify all eligible members. Elections shall be by secret ballot. Members eligible to vote but unable to attend may cast votes for the election of officers and directors by giving or mailing them in writing to the Clerk/Secretary prior to the election. Mailed votes must be postmarked no later than five (5) days prior to the election date.
7. Election of officers shall be by simple majority of votes. Open Director positions shall be filled in order of most votes received.
8. The newly elected Officers and Directors shall be duly installed and shall assume office on the first day following the annual (usually January) meeting.

ARTICLE XI REMOVALS AND VACANCIES

1. The Board of Directors may remove from office for cause any officer, including a Director, by a vote of the majority of the entire Board of Directors excluding the Officer or Board member to be removed. The members of the organization may, at a special meeting called for the purpose, by vote of three-fourths (3/4) of the paid-up membership entitled to vote, remove any Officer or Director for cause.
2. If the office of any Officer or Director becomes vacant by any reason(s), the Directors may select by a vote of the majority of the Board of Directors, a successor who shall hold the office for the balance of the terms.

ARTICLE XII CENSURE, SUSPENSION, AND EXPULSION OF MEMBERS

1. If the conduct of a member shall appear to the Board of Directors to be disorderly or to be prejudicial to the welfare or good name of the Club, or if in any way a member conducts oneself in a manner not authorized by or in violation of the By-Laws of the Club, that member may be subject to censure, suspension or expulsion, at the discretion of the Board of Directors, depending on whether the infraction is deemed to be slight or serious. Any infraction that results in censure for the first offense, shall subject him to suspension or expulsion upon repetition of the infraction. Prior to action by the Board of Directors, the individual shall have the right to present his or her views on the matter to the Board of Directors.
2. If a member is suspended, he or she shall be deprived of all the rights and privileges of membership for a period of up to three (3) months as determined by the Board of Directors. At the expiration of such period, the suspended member shall be restored to his or her previous status with corresponding rights and privileges.
3. If a member is expelled, said member shall forfeit all rights and privileges of membership and all rights, title and interest in the Club or its property. Members so expelled can only be reinstated by a 2/3 vote of the entire Board of Directors.

ARTICLE XIII FISCAL POLICIES

1. The fiscal year of the Club shall be January 1st to December 31st.
2. The President may authorize expenditures of no more than two hundred fifty (\$250.00) dollars in any thirty (30) day period.

3. The Board of Directors may authorize expenditures of no more than two hundred fifty (\$250.00) dollars in any thirty (30) day period.
4. Expenditure of Club funds can be authorized by a majority vote of the members present at a regularly scheduled meeting. Expenditure of Club funds can be authorized by a majority vote of the members present at a special meeting provided notice of intention to make the expenditure is contained in the notice of the special meeting.

ARTICLE XIV AMENDMENTS TO THE BY-LAWS

1. These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted at any annual, special, or regular meeting by affirmative vote of at least two-thirds (2/3) of those members present at such a meeting and entitled to vote on the election of Officers and Directors, provided notice of intention to amend the By-Laws shall be contained in the notice of the meeting.

ARTICLE XV DISSOLUTION

1. In the event of dissolution of the Club, the Board of Directors, after paying or making provisions for payment of all liabilities of the Club, dispose of all the assets of the Club exclusively to further the purposes and primary objective for which the Club was organized in such manner, or to such organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future US Internal Revenue Law) as the Board of Directors may determine.

END

BY-LAWS OF THE MIDDLESEX COUNTY R-C FLIERS