

ROANOKE VALLEY RADIO CONTROL CLUB, INC.



BYLAWS

Adopted at the Annual Meeting on
December 5, 1983

Amendments:
January 10, 1995
January 3, 2000
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BYLAWS OF THE ROANOKE VALLEY RADIO CONTROL CLUB, INC.

ARTICLE I – NAME

The name of this organization shall be the ROANOKE VALLEY RADIO CONTROL CLUB, INC.

ARTICLE II – PURPOSE AND AUTHORITY

The purpose of this organization is to foster and advance interest and fellowship of its members in the hobby of building and flying radio control miniature aircraft; to encourage the study and discussion of problems and techniques involved with the flying of radio controlled miniature aircraft; to encourage an interest in this hobby in non-members; to provide a meeting place and a flying site, or sites, for members of the Club; to encourage participation in the activities of the Academy of Model Aeronautics (AMA) and to encourage activities in the Club consistent with the aims and ideals of the Academy of Model Aeronautics.

The Roanoke Valley Radio Control Club, Inc. (RVRC) is a chartered Club of the Academy of Model Aeronautics (AMA) whose principal office is in Muncie, Indiana. The AMA is a self-supporting, non-profit organization whose purpose is to promote development of aeromodelling as a recognized sport and a worthwhile recreational and educational activity for all model aviation enthusiasts. RVRC and the AMA are organizations open to everyone interested in any aspect of radio control miniature aircraft design, construction and flying and expressly encourage and promote the education of its members and the public in appreciation of the artistic and technical endeavors required for successful fulfillment of the sport.

The Club activities shall be conducted without personal gain for its individual members and any profits or other inurements to the Club shall be used in promoting the purposes of the Club, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes as set forth in Article 7.06 hereof.

The Club shall have no power to engage in activities not in furtherance of its exempt purposes; specifically, no substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation and shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

This Corporation is incorporated as a non-stock Corporation under the statutes of the Commonwealth of Virginia.

ARTICLE III – MEMBERSHIP

3.1 Qualifications for Membership: Any person of good character and reputation, and who is a member of the AMA, may be considered for membership subject to the applicant's agreement to abide by the Club's governing documents, safety code and such further and reasonable restrictions as may be adopted by the Board of Directors.

3.02 Classification: There shall be three classifications of active membership.

- a) Member – age 19 years and older.
- b) Associate Member – age 19 years and older.

c) Junior Members – under 19 years.

No honorary memberships shall be allowed. Associate and Junior members are non-voting with reduced privileges, benefits and dues as established by the Board of Directors.

3.3 Manner of Admission: Applications for Members and Junior Members shall be submitted in writing upon forms furnished therefore and must be sponsored by two members in good standing. Such applications must be accompanied by the initiation fee (where applicable) and initial dues (prorated where applicable) and receive a two-thirds (2/3) favorable vote of the members present at a regular membership meeting (providing a quorum is present.)

Applications for Associate Member shall be submitted in writing on forms furnished therefore without sponsorship or initial fees and require approval only by the Board of Directors. Limitations on the number of Associate Members shall be at the discretion of the Board of Directors.

3.4 Expulsion of Members: Any member of this Club may be expelled by a two-thirds vote of the members present at any regular meeting when a quorum is present; provided, however, that notice of such meeting and the purpose of same has been given to the membership by mail or e-mail at least seven (7) days prior to the date of said meeting.

3.5 Re-admittance of Former Members: Any member not paying renewal dues by the last day of the fiscal year shall be considered a former member. Former members who renew their membership within one (1) month of the expiration date must pay, in addition to the annual dues, a late renewal service charge set by the Board of Directors. Former members who renew their membership later than one (1) month following the expiration date must re-apply for admittance in accordance with Article 3.03 of these by-laws without exception.

ARTICLE IV – DUES, FEES AND FISCAL YEAR

4.1 Initiation Fee and Service Charge: The initiation fee and late renewal service charge shall be set by the Board of Directors.

4.2 Annual Dues: The annual dues of this organization shall be such amount as set by the Board of Directors from time to time and shall be payable in advance.

4.3 Finances: All finances and monies collected by the organization from dues, penalties, donations or payments for events and performances shall be under the control of the Board of Directors and shall be used in promoting the purposes of the organization without personal gain to any individual members.

4.4 Fiscal Year: The fiscal year of this organization shall begin on May 1st and end on April 30th.

ARTICLE V - MEETINGS

5.1 Membership Meetings:

a) Regular meetings of this Club shall be held at such time and place as the Board shall designate.

- b) Special meetings may be called by a majority vote of the membership at any regular meeting or by the President and notice of such meeting shall be mailed or e-mailed to the members not less than seven (7) days prior to the date of such meeting.
 - c) The annual meeting for the election of the officers shall be during the month of December and shall be conducted in accordance with Article VIII. If there is not a quorum at the December meeting, the Annual Meeting will take place at the next regular meeting of the club at which there is a quorum. The club shall be provided notice of this rescheduled meeting by email and notice on the club's website at least two weeks before the rescheduled meeting.
- 5.2 Board of Directors: The Board of Directors shall meet once a month or as often as necessary to conduct club business at a place determined by the President.

ARTICLE VI – OFFICERS AND DIRECTORS

- 6.1 Officers: The officers of this Club shall be President, Vice President, Secretary, Treasurer and such other officers as may be deemed necessary to conduct the affairs of the Club. The offices of Secretary and Treasurer may be combined. Officers shall be elected annually, shall take office during the January regular meeting of the year following their election and serve until their successors are duly elected and installed. If there is not a quorum at the regularly scheduled Annual Meeting resulting in a delay of the Annual Meeting, the Officers shall take office one month following their election. The officers shall perform the usual duties of their office as prescribed in Article VII and such other duties as the Board of Directors shall direct.
- 6.2 Directors: The Board of Directors shall consist of the officers, the immediate Past President and three (3) other active members of the Club called Board Members-at-Large who shall be elected in the same manner and at the same time as the officers. The Board Members-at-Large may be elected annually or they may be elected for terms of not more than three (3) years. At Large Directors will be elected such that their terms are staggered. The Board Members-at-Large shall serve until their successors are duly elected and qualified; provided, however, that there shall be not less than six (6) directors, including officers, on the Board of Directors. Non-voting members are ineligible to serve on the Board of Directors.
- 6.3 Removal of Officers or Directors: Any officer or director of this Club may be removed from office by a two-thirds vote of the members present at any regular meeting when a quorum is present. The notice and the purpose of such a meeting shall be given to the membership by mail or e-mail at least seven (7) days prior to the date of said meeting.
- 6.4 Vacancies: Vacancies among officers and directors shall be filled by the Board of Directors for any unexpired term. A vacancy in the office of the President may be filled automatically by the Vice President at the option of the Club.

ARTICLE VII – DUTIES OF OFFICERS AND DIRECTORS

- 7.1 President: The President shall be the principal executive officer of the Club and, subject to the control of the Board of Directors, shall, in general, supervise and control all business and affairs of the Club. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other officer of the Club specifically authorized by the Board of Directors, financial instruments, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed; except in cases

where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the Club or shall be required by law to be otherwise signed and executed. In general, the President shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors from time to time. During the first quarter of the calendar year, the President shall prepare and present to the Board of Directors a tentative budget with dues assessments for the next fiscal year.

The president shall appoint an individual designated as the "Webmaster" who is qualified in such matters to construct and maintain a Club Website consistent with the objectives of the club and containing information pertinent to the operation of the club. All contents of the RVRC website remain property of RVRC.

7.2 Vice president: The Vice president shall preside over the meetings at which the President is not present. Should the Vice President be unable to preside, the President shall appoint any other officer or member to preside at regular meetings. The Vice President shall be responsible for new member development and orientation and maintain, in concert with the Secretary, the membership database. Other membership services may be prescribed by the Board of Directors from time to time.

7.3 Secretary: The Secretary shall have the following duties:

- a) Keep the minutes of the proceedings of the Regular Meetings of the general membership and meetings of the Board of Directors in one or more books provided for that purpose.
- b) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law.
- c) Be custodian of the corporate records and of the seal of the corporation, if applicable, and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized.
- d) Maintain a roster of all members containing current addresses, telephone numbers, email addresses and other information contained on the membership application or otherwise collected by the Board of Directors. In general, all data concerning applications and memberships shall be maintained by the Secretary for the exclusive use of the Club.
- e) The membership application shall contain a provision by which a member may "opt in" to release information to the general membership of the club. If the member "opts in," the member's name, address, telephone number, AMA number and email address will be released to the general membership. If the member does not "opt in" only the member's name will be released to the general membership.
- f) From time to time the Secretary shall publish a membership roster to the general membership containing the information in accordance with the paragraph 7.03(e) above. This information shall be updated at least annually and shall be available in the "Members Only" section of the Club's website.
- g) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

7.4 Treasurer: The Treasurer shall have the following duties:

- a) Maintain appropriate financial accounts in banks and other appropriate financial institutions to safeguard the financial assets of the Club.

- b) Sign financial instruments pertaining to all funds of the Club and deposit them as directed by the Board of Directors.
 - c) Issue receipts for all cash received and for checks received when requested by the signor. In the case of monies collected for special events, the requirement for receipts may be waived by the board of directors as part of establishing procedures for collections and accounting that are appropriate for the event. Keep accurate books of accounts and make them available for the annual audit at the direction of the board of directors.
 - d) Perform the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.
- 7.5 Board Members-at-Large: The at-large board members shall have duties as may be assigned by the President.
- 7.6 Board of Directors: The business and affairs of the Club shall be managed by its Board of Directors. It shall conduct the ordinary business of the Club with the exception of extraordinary matters of importance which are to be referred to the general membership for action. Any member may take exception to any action by the Board through standard parliamentary procedures. The Board of Directors shall supervise the property and expenditures of the Club and annually direct the performance of an audit the books of account, examine the record of all applicants for membership and recommend their election or rejection to the general membership, approve the annual budget and programs for the coming year and approve all bills submitted to the Club for payment. The Board of Directors may approve expenditures up to \$1,000. For expenditures in excess of \$1,000, members must be notified in the manner provided by mail or e-mail at least seven (7) days prior to the meeting and must be approved by the general membership of the Club at a regular meeting at which a quorum is present.

ARTICLE VIII – ELECTIONS

- 8.1 Nominating Committee: The President shall appoint a Nominating Committee consisting of at least three (3) members of the Club other than the Board of Directors. This committee shall select one nominee for each elective office and directorship and shall submit its report at the November General Membership meeting or by mail or e-mail at least seven (7) days prior to the annual meeting. This shall constitute the placing of the names in nomination.
- 8.2 Opposing Nominations: Opposing nominations may be made from the floor at the annual meeting by any member; provided, however, that the consent of any nominee must first be obtained.
- 8.3 Voting: When there is more than one nominee for office, voting shall be done by written ballot. Each member is entitled to cast one vote and voting by proxy is not permitted. A majority of votes cast is necessary for election.

ARTICLE IX – COMMITTEES

9.1 Committees: On or before January 1st of each year, and from time to time as may be needed, the President Elect shall appoint standing committees or such other regular or special committees as deemed necessary for carrying forth the established programs and goals of the Club. In particular, the Nominating Committee shall be appointed as prescribed by Article 8.01 of these By-laws. The President shall be ex-officio member of all committees, except the Nominating Committee, and shall instruct them in their duties.

ARTICLE X – QUORUM

- 10.1 Club Meetings: Twenty-five (25) percent of the membership of the Club shall constitute a quorum for the transaction of the business of the Club. Each member shall be entitled to one (1) vote on all matters brought before the membership. There shall be no voting by proxy. Motions proposed for the transactions of the business of the Club will require approval by two-thirds (2/3) of the eligible members present.
- 10.2 Board Meetings: At Board meetings, a simple majority of the members of the Board shall constitute a quorum.

ARTICLE XI – AMENDMENTS

- 11.1 Amendments by Club: These bylaws may be amended by this Club as may be necessary from time to time as determined by the general membership or the Board of Directors and as necessary to comply with local, state or federal law.
- 11.2 Notice and Voting: Proposed amendments shall be in writing and shall be mailed or e-mailed, together with notice of the meeting, to each Club member at least seven (7) days prior to the meeting at which they are to be voted on. Amendments may be considered at any regular or special meeting of the Club at which a quorum is present and shall be adopted upon two-thirds vote of the members present.

ARTICLE XII – DISSOLUTION

In the event of dissolution of this Club, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) or 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the District Court of the city or county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purpose.

ARTICLE XIII – RULES OF CONDUCT

In all matters where no other rule of conduct of the affairs of the Club or Board of Directors business meetings shall have been adopted, the most recent edition of Robert's Rules of Order shall be the governing law.