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Arizona Model Pilot's Society, Inc.

By-laws
of the
Arizona Model Pilot's Society, Inc.

Article I – Membership Meetings
Section 1 – Meetings

Meetings of the members of the Corporation shall be held monthly, beginning with the first full month following organization of the Corporation, at such place in the State of Arizona as may be designated.

A) Annual Meeting – The first such meeting to be held in any calendar year shall be considered an Annual Meeting and shall be held for the purpose of the passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting.

B) Nomination Meeting – The first meeting in March shall be considered the Nomination Meeting and shall, upon written notice thereof to the members, be held for the purpose of nominating Officers and Directors to be elected at the election meeting and transacting such other business as may come before the meeting.

C) Election Meeting – The first meeting in April shall be considered the Election Meeting and shall, upon written notice thereof to the members, be held for the purpose of electing Officers and Directors and transacting such other business as may come before the meeting.

D) Regular Meeting – All other meetings shall be considered Regular Meetings of the membership and be held for the purpose of transacting such business as may come before the meeting. It shall be the responsibility of the Officers to make adequate plans and preparations for these meetings. Failure to hold any meeting shall not work a forfeiture of dissolution of the Corporation, as, in the event of such failure, the meeting shall be held within a reasonable time thereafter.

Section 2 – Business Meetings

Business meetings shall be held monthly on a regularly scheduled basis.

Section 3 – Special Meetings

Special meetings of the members may be called by resolution of the Board, or upon written request signed by any two (2) Directors, by the President or a majority of the members in good standing, and it shall be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Notice shall state the purpose of the special meeting being called.

Section 4 – Voting

Each member in good standing shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of the majority of the members voting thereon in person or by proxy, except as otherwise provided by law, the Articles of Incorporation or these By-law's.

Section 5 – Constitutional Changes

To change the constitution, By-laws, levy assessments, remove Officer(s) or Director(s), or decide any matter that the Board deems of specific importance, a three-quarters (3/4) or more affirmative vote of those present or represented by proxy is required. Proxies to be used for the purpose of voting shall be limited to the specific matter. All proxies must be signed by the proxor who shall indicate his vote in writing and only on the specific matter in question.

Section 6 – Petition of Membership Rights

Any five (5) members in good standing disagreeing with any action taken by the Officer(s), Director(s) or Board of Directors or the Corporation may, by petition, bring the matter before the general membership or the Board of Directors for discussion.

Article II – Membership Dues

Section 1 – Dues

As set forth in Article VII, Section 4, the Club's Fiscal Year ends on October 31 of each year and the new year begins on November 1. Dues are therefore payable November 1, annually.

To remain a member in good standing, annual dues must be renewed no later than January 31.

New members joining the Club after May 31 shall pay one-half (50%) of the annual dues to cover the period from June 1 to October 31. New members joining the club after September 1 shall pay the full annual rate for the following year, and receive paid-up status for any days remaining in the September-October months of the current year in which they join.

Dues for children 18 years of age or younger are waived where either parent is a paid-up member in good standing.

Junior Membership is available to any current AMA member under the age of 19 for \$10.00 per year.

Section 2 – Forfeiture of Membership

In the event any member shall fail to renew his/her annual dues by January 31, he/she will no longer be considered a Club member in good standing and his/her name will be posted

on the club bulletin board or in the official club publication.

Such member shall forfeit the right to vote, to receive the publications of the Corporation and shall forfeit the right to use the club flying site. Individuals who are dropped from the membership roll for non-payment of dues shall not be re-admitted in the corporation without approval of the Board of Directors.

Section 3 Assessments

No special assessment shall be levied by the Corporation at any time, except by an affirmative vote of the membership as defined in Article I, Section 5 hereto. All members will be responsible for payment of any assessments approved by the membership.

Article III – Officers

Section 1 – Officers

The Officers of the Corporation shall be a President, a Vice President, Secretary, Treasurer and such other Officers as may be determined by the Board of Directors from time to time to perform such duties as may be designated by the Board of Directors.

Section 2 – Term of Office

The Officers shall be elected annually by the membership at the election meeting. Each Officer shall hold office until the next succeeding election meeting of the membership or until his successor shall have been appointed.

Section 3 – Vacancies

Except as otherwise provided in the By-laws, any vacancy, in any office, shall be filled by the Board of Directors for the unexpired portion of the term.

Section 4 – Removal of Appointees

Any Officer or agent appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby; provided, however, that the removal shall require the affirmative vote of the majority of the Board of Directors.

Section 5 – The President shall

- a) Be the principle executive officer of the Corporation and, unless otherwise determined by the Board of Directors, shall preside at all meetings of the membership.
- b) In general, perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6 – The Vice President shall

- a) Exercise and perform the duties of the President in his absence or in the event of his inability or refusal to act on , when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- b) Have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors

Section 7 – The Secretary shall

- a) Keep the minutes of the meetings of the members and 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 these By-laws or as required by law. Also see that notices pertaining to flying events are given all members or posted on the club bulletin board.
- c) Be custodian of the corporate records, including current versions of our Club rules, policies, and procedures.
- d) Have general charge of the books of the Corporation
- e) Keep on file at all time a complete copy of the Articles of Incorporation, Constitution and By-laws of the Corporation containing all amendments thereto (which copy shall always be open for the inspection of any member and, at the expense of the member forward a copy of the Constitution and By-laws and all amendments thereto to any member so requesting such material.
- f) In general, perform all duties incident to the Office of the Secretary, and such other duties as from time to time may be assigned to him by the Board of Directors

Section 8 – The Treasurer shall

- a) Have charge and custody of and be responsible for all funds of the Corporation, and shall submit a full report thereof to the membership at each meeting.
- b) Be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Corporation and for the deposit of all such monies and shall be selected in accordance with the provisions of these By-laws.
- c) Be responsible for all records and correspondence concerning the status of the members of the Club. Keep and have available an accurate and current register of all members in good standing. This register should include, name, address, work and home phone number and AMA number. Publish a roster annually for the convenience of the membership.
- d) Post delinquent members names as required by these By-laws.

Article IV – Directors

Section 1 – Composition of Board of Directors

The business and affairs of the Corporation shall be managed by a Board of Directors of not less than five (5) nor more than seven (7) directors, which shall exercise all the powers of the Corporation except such as are by law, the Articles of Incorporation, or these By-laws conferred upon or reserved to the members.

Section 2 – Term and Election of Directors

At each election meeting, a successor to approximately one-half (1/2) of the elected Directors shall be elected to serve until successors shall have been elected. .

Nominees to be elected by the members to a 2 year term shall be elected by a plurality of the voting members.

Section 3 – Vacancies

A vacancy occurring on the Board of Directors shall be filled for the unexpired portion of the term by the affirmative vote of a majority of the remaining Directors

Section 4 Compensation

Neither members, Directors nor Officers shall receive any salary for their services. The Board of Directors shall have the power, at its discretion, to contract for and pay to any Officer or Director rendering unusual or exceptional services to the Corporation. Special compensation shall be commensurate with the value of such services.

Article V – Meetings of Board of Directors

Section 1 – Regular Meetings

Regular meetings of the Board may, from time to time, be held without written notice. A meeting of the Board shall be held quarterly at such time and place as the Board may determine. Such quarterly meeting may be held with written notice other than such resolution affixing the time and place thereof.

Section 2 – Special Meetings

Special meetings of the Board may be called by the President or by any Director, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or Director calling the meeting shall fix the time and place for holding of the meeting.

Section 3 – Notice of Meeting

The time, place and purpose of any regular or special meeting of the Board shall be delivered to each Director not less than seven (7) days previous thereto, either personally or by mail, by or at the direction of the Secretary, by the President or the Director(s) calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Corporation with postage thereon paid.

Section 4 – QUORUM

Except for matters of expulsion, a majority of the then members of the Board shall constitute a quorum, provided that, if less than such a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time; and provided, further, that the Secretary shall notify any absent Director(s) of the time and place of such adjourned meetings. The act of a majority of the Directors present at a quorum meeting, as defined in this section, shall be the act of the Board.

Article VI – Elections

Section 1 – Term and Election of Officers and Directors

The election of Officers and Directors shall be by secret ballot at the election meeting of the Corporation. Officers shall hold office from the election meeting at which they are elected until the next succeeding election meeting or approximately one year. Each Director shall hold office from the election meeting at which they are elected for a period of two years. Initially, two (2) Directors shall be elected for a one year term, and three Directors shall be elected for the two year term.

Section 2 – Nominations

Nominations for all offices to be filled shall be made at the nomination meeting. Candidate names shall be posted on the club bulletin board or mailed to all members prior to the elections at the election meeting.

A) Nominating Committee – The President shall appoint a nominating committee consisting of the President, two (2) Directors, and two (2) non Board of Director members from the membership. It shall be the responsibility of the Nominating Committee to nominate candidates for Officers of the Club. The nominees selected by the Committee shall be placed in nomination at the Nominating Meeting.

B) Nominations from the Floor – In addition to the nominees recommended by the Nominating Committee, candidates for office may be nominated from the floor at the Nomination Meeting.

C) Nominees for any Club Officer or position on the Board of Directors must show that they have been a member in good standing of the Club for a minimum of the 2 years prior to the nomination.

Section 3 – Installation of Officers

Elections are to be held at the election meeting with the installation of Officers and Directors to be held as the last order of business of the Election Meeting. Offices to be filled are:

A) Elected Officers:

President

Vice President

Secretary

Treasurer

B) Elected Directors: Shall be as follows:

Five (5) Directors when membership is less than 120

Seven (7) Directors when membership is greater than 120

Section 4 – Voters

A majority of those members in good standing voting at the Election Meeting shall determine the election results.

Article VII – Financial Transactions

Section 1 – Authority

Except as otherwise provided in these By-laws, the Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into any contract or execute and deliver any instrument in the name and on the behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 – Payment of Debts

All checks, drafts or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, Agent or Agents, Employee or Employees, of the Corporation and in such

manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3 – Funds

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks as the Board of Directors may select.

Section 4 – Fiscal Year

The Fiscal Year of the Corporation shall begin on the first day of November each and every year and shall end the last day of October.

Section 5 – Financial Records

The Board of Directors shall cause to be established and maintained, in accordance with generally acceptable principles of accounting, an appropriate accounting system.

Section 6 – Operating and Special Funds

Corporation operating expenses will be paid from the general treasury. Special funds may only be used for the purpose allocated.

Article VIII – Miscellaneous

Section 1 – Waiver of Meeting Notice Rights

Any member may waive in writing that member's right to notice of a meeting required to be given by these By-laws. The attendance of a member at any meeting shall constitute a waiver of written notice of such meeting unless the member shall attend a meeting for the purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 2 – Management of the Arizona Model Pilots Society, Inc.

The Board of Directors shall have the power to make and adopt such rules and regulations which are not inconsistent with the law, the Articles of Incorporation or these By-laws, as it may deem advisable for the management of the business and affairs of the Corporation. However, any proposed additions, deletions or revisions of the Constitution and/or By-laws are subject to approval of at least three-quarters (3/4) of the Board of Directors prior to being submitted to a membership vote.

Section 3 – Expulsion of Member

Any member deliberately breaking Corporation rules, not acting in a sportsmanlike manner, or showing uncooperativeness, is liable for expulsion from the Corporation by a unanimous less one (1) decision of the full Board of Directors. This action can also be initiated by a signed complaint of any member(s) in good standing.

Section 4 – Meeting Agenda

The following business shall be transacted at each business meeting:

- a) Previous minutes reading and approval
- b) Treasurer's Report
- c) Old Business
- d) New Business

e) Program

Section 5 – Grievances

In matters concerning any circumstance or condition that to a member(s) of the Club constitutes a wrong, for which just complaint can be filed, the member(s) of the Club may request a grievance hearing. If the membership by majority vote agrees to such a request, the President shall appoint a Grievance Committee consisting of two (2) Club members to represent each party to the Grievance. The representative's chosen must be approved by the parties they are to represent. In addition, an arbitrator approved by all the parties will be appointed to conduct the grievance hearing. The purpose of this hearing is to arrive at an amicable and acceptable resolution to the grievance. These resolutions shall be binding. In the event an acceptable resolution is not found or the parties do not abide by the resolution the Board of Directors may take whatever action they may deem necessary.

Article IX – Affiliations

a) Academy of Model Aeronautics – National License (charter) and Insurance.

Article X – General

Whenever and wherever the word "Club" or "Corporation" appear in these Constitution or By-laws, it shall be construed to mean the "Arizona Model Pilot's Society, Inc."