



By-Laws of Fly-A-Ways RC Club, Inc.

Proposed updates 04/15/2025 Ver#5

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ARTICLE I: CORPORATE INFORMATION

- A. NAME: Business of the corporation (Club) shall be conducted under the name of FLY-A-WAYS RC CLUB
- B. LOCATION: Physical location of FLY-A-WAYS RC CLUB is 11127 NW Dersham Road, North Plains, Oregon. GPS coordinates Latitude: 45° 36' 14" N Longitude: 123° 2' 32" W. This address is where club facilities are located and model flight occurs.
- C. MAILING ADDRESS: The mailing address of FLY-A-WAYS RC CLUB shall be the mailing address of the current President or other current club officer, as agreed by the Board of Directors.

ARTICLE II: PURPOSE

- A. The purpose of the Club shall be to provide members a site for flying radio controlled model aircraft, promote community among members, and model aviation as a recreational activity.

ARTICLE III: MEMBERSHIP

- A. QUALIFICATIONS:
 - a. Academy of Model Aeronautic membership required.
 - b. Applicants for membership agree to abide by the AMA national safety code and Fly-A-Ways RC Club Field Rules.
- B. MEMBERSHIP CATEGORIES:
 - a. Adult Member: Individual 18 years of age or older at the time of application.
 - b. Youth Member: Individual younger than 18 years of age at the time of application.
- C. DUES:
 - a. Dues are based on a calendar year membership.
 - b. Any member delinquent in payment of dues will be removed from the membership roster and required to reapply and pay dues as a new member.
 - c. Membership Renewals for the following year are accepted November 1st - January 31st
 - d. New Memberships are accepted February 1st - October 31st
 - e. Current members are guaranteed the opportunity to renew prior to new memberships applications being accepted of a given year.
 - f. Any member delinquent in payment of renewal dues as of January 31 will be removed from the membership roster and required to reapply and pay dues as a new member.
 - g. Any changes to the annual dues rates is to be approved first by the board of directors, and then by a majority vote of the general membership in attendance at a scheduled club meeting.
 - h. The current annual dues rates will be published on the website as part of the membership information page.

- D. TERMINATION: If any member ceases to have the qualifications necessary for membership in the AMA, then their membership in the Club shall thereby terminate, subject to reinstatement upon restoration of eligibility.
- E. ~~EXPULSION: This section provides for enforcement of the Safety Rules that are related to flying activities or any other unacceptable behavior by an individual member or members. Any individual may be expelled from membership from the Club by a two-thirds (2/3) majority vote of the general membership in attendance at a scheduled club meeting if in the Board of Directors' determination, such individual willfully commits any act or omission which is a violation of any of the terms of these Bylaws, or the Rules of the AMA, or the Fly A Ways RC Club Field Rules, or which is detrimental to the Club, the AMA, or to model aviation.~~
- F. EXPULSION: Any individual may be expelled from membership as recommended by the Board of Directors if an individual willfully commits any act or omission which is a violation of any of the terms of these Bylaws, or the Rules of the AMA, or the Fly-A-Ways RC Club Field Rules, or which is detrimental to the Club, the AMA, or to model aviation. See ARTICLE XI for further guidelines and procedures.
- G. REINSTATEMENT: A two-thirds majority vote of the general membership in attendance at a scheduled club meeting and payment of applicable dues is required for reinstatement to the club.
- H. DUES REFUND: A prorated dues refund determined by the Board of Directors will be granted to ~~resigned,~~ terminated or expelled members.
- I.

ARTICLE IV: OFFICERS

- A. ~~ELECTED OFFICERS (Board of Directors): A President, Vice President, Secretary, Treasurer, and up to three (3) general members of the Board of Directors shall be elected. Elected officers comprise the Board of Directors. Officer positions can be combined, with the exception of President and Vice President. A minimum of three (3) elected officers are required. [Example: The President can also hold the office of Secretary and Treasurer, with another club member elected as Vice President and another club member elected as a general member of the Board of Directors.]~~
 - a. ~~The Board of Directors is authorized to obligate the Club to financial commitments.~~
 - b. ~~The Board of Directors shall develop an annual club budget and authorize spending for budget and for non-budget items as required.~~
 - c. ~~The Board of Directors, at its discretion, may request a majority vote of the general membership to approve spending for budget and non budget items.~~
 - d. ~~The Board of Directors shall establish Club policy.~~
- B. ~~TERM OF OFFICE:~~
 - a. ~~Officers are elected bi-annually on even numbered years. Elections for officers will be held in the fall, with terms to begin for the following calendar year(s) as is needed to fill positions.~~
 - b. ~~Officer terms are intended to be for at least two years, but not fixed or limited.~~
- C. ~~DUTIES:~~
 - a. ~~President: The president shall be the executive officer of the club and preside at all meetings. The president shall be the spokesperson for the club. The president shall be the primary contact with the Club site owner and shall be responsible for managing Club business, including Club site lease terms and lease renewal(s). In addition, the president shall be responsible for managing the maintenance of the Club site and Club assets. The president shall appoint standing and special committees as he deems necessary. The president will cast the deciding vote in any case where a tie vote is encountered. The president shall have signature authority on all Club financial accounts and is authorized to pay any and all club obligations from these funds.~~
 - b. ~~Vice President: The vice president shall assist the president in all matters and shall assume the duties of the president if for any reason the president is not able to perform his or her duties until a new president is elected. The vice president shall also be responsible for managing the Club's pilot training program.~~
 - c. ~~Secretary: The secretary shall keep accurate minutes of all club meetings. The secretary shall maintain up to date membership records including member names, AMA membership numbers, mailing addresses, telephone numbers, and e-mail addresses. The secretary shall issue club wide notices as required to inform the Club membership of upcoming meetings, events, special flying site restrictions, and changes to Club field rules or by laws. If the vice president, for any reason, is unable to perform his or her duties the secretary shall assist the president as needed in performing the duties of the vice~~

~~president until a new vice president is elected. If the secretary, for any reason, is unable to perform his or her duties the president shall assume the responsibilities of the secretary until a new secretary can be elected.~~

- ~~d. Treasurer: The treasurer shall have charge of all Club funds. The treasurer shall collect dues and is authorized to pay any and all club obligations from these funds. The treasurer shall keep appropriate records of Club monetary transactions and shall provide a treasurer's report at each scheduled Club meeting. If the vice president, for any reason, is unable to perform his or her duties the treasurer shall assist the president and secretary as needed in performing the duties of the vice president until a new vice president is elected. If the treasurer, for any reason, is unable to perform his or her duties the president shall assume the duties of the treasurer until a new treasurer is elected.~~
- ~~e. Member of the Board of Directors: A member of the Board of Directors shall assist the president, vice president, secretary, and treasurer in establishing Club policy, budget, authorizing Club obligations, and authorizing revisions to Club By Laws and Field Rules as required.~~

ARTICLE IV: DIRECTORS AND OFFICERS

A. BOARD OF DIRECTORS

- a. Number, Term, and Qualifications. The affairs of the Club shall be governed by the Board of Directors, which shall consist of at least 6 members of the Club elected by a majority of votes cast by members either at a meeting of the membership of the Club called by the President for the purpose of electing directors, or, alternatively, the President may call for an election of directors via electronic voting in lieu of a meeting, and a director shall be elected by a majority of the votes cast pursuant to that process. A Director's term is not limited to a specific time period.
- b. Powers and Duties. The Board shall have the powers and duties necessary for the administration of the affairs of the Club, including:
 - 1. Obligate the Club to financial commitments.
 - 2. Establish bank accounts, establish budgets, and authorize spending.
 - 3. Establish Club dues.
 - 4. Establish Club policies, including member disciplinary determinations.
- c. Meetings and Vote. Board meetings shall be called by the President at a time and place as determined by the President, including attendance by electronic means. Board action may be taken by the vote of a majority of Directors attending a duly called meeting in which a majority of the Board attends, or in which a majority of the Board appears in person, by electronic means, or by written consent to any such action taken by the Board.
- d. Removal. A Director may resign at any time, and may be removed by a 2/3 vote of the full membership at a meeting duly called by the President or by a majority of the Board for the purpose of electing or removing directors.

B. OFFICERS. Officers shall be elected or removed by the majority vote of the Board at a duly called meeting of the Board, and any such officer shall be a member of the Board. Officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board may appoint such other officers as they shall determine. Officers shall serve until removed or upon their resignation. The duties and powers of such officers shall be those normally appertaining to those positions in a non-profit organization.

C. APPOINTED OFFICERS: An AMA Safety Coordinator (required for AMA charter) shall be appointed by the Board of Directors. A Safety Officer, Field Marshall, Committee Chairman, and/or other positions deemed necessary for effective operation of the Club shall be appointed at the discretion of the Board of Directors. An elected officer may also hold an appointed position.

D. VACANCIES: Officer vacancies are filled by the vote of the remaining officers.

ARTICLE V: MEETINGS

A. REGULAR MEETINGS: The Club shall hold a minimum of two, all member meetings per calendar year, with additional meetings at the discretion of the board of directors. Elections for nominated club officers may be held during one of these annual meetings.

- B. SPECIAL MEETINGS: Special meetings may be held as required. Date, time, and location of special meetings will be communicated to the Club membership by e-mail and posting on the Club website.
- C. MEETINGS OF THE BOARD OF DIRECTORS: Meetings of the Board of Directors shall be held as required by decision of the president.
- D. Any club meeting or meeting of the board of directors may be in held in-person or by electronic means.

ARTICLE VI: RECORD KEEPING

- A. MEMBERSHIP: The secretary shall maintain accurate membership records to include AMA #s and paid dues.
- B. FINANCES:
 - a. The treasurer shall maintain accurate financial records per Article IV.C.d.
 - b. The treasurer shall establish bank account(s) as required to meet the financial needs of the Club.
 - c. The treasurer shall have primary signature authority on all Club financial accounts. The president shall also have signature authority on all Club financial accounts.
- C. TAXES: The treasurer shall prepare and submit state and federal tax filings as required.
- D. REPORTS: The president or other Club officer as approved by the Board of Directors shall submit an annual report as required to the Secretary of State of the State of Oregon.

ARTICLE VII: COMMITTEES

- A. Committees may be appointed by the president to coordinate Club events and activities.

ARTICLE VIII: NOMINATIONS, ELECTIONS, and RECALL

- A. NOMINATIONS: Nominations for Club officers may be made from the floor or in writing at any time.
- B. ELECTIONS: Officer terms are intended to be for at least two years, but not limited.
- C. RECALL: Any Club officer can be recalled and removed from office with a two thirds majority vote of the entire Club membership.

ARTICLE IX: MISCELLANEOUS PROVISIONS

- A. WEBSITE: The Club shall maintain a website with basic information regarding club membership, annual dues rates, AMA Safety code, FAWs field rules, scheduled activities and general Club announcements. ~~NEWSLETTER: The Club shall strive to publish a monthly newsletter.~~
- B. DISSOLUTION OF CLUB: The duration of the Club shall be perpetual. The Club may be dissolved with a two thirds majority vote of the entire Club membership. In the event of dissolution of the Club, Club assets will be dissolved and divided equally among the Club membership at the time of dissolution.

ARTICLE X: AMENDMENT OF THESE BY-LAWS

- A. PROPOSED: Proposed amendments to Club By-Laws may be made in writing by any member.
- B. APPROVAL:
 - a. Amendments to By-Laws shall first be approved by majority vote of the Board of Directors.
 - b. Upon approval of the Board of Directors, proposed changes shall be communicated to the Club with 30 days notice preceding Club vote at an announced regular or special meeting.
 - c. Two thirds majority vote of Club members in attendance at the announced meeting for Club vote is required to adopt proposed amendments.

ARTICLE XI: GRIEVANCE PROCEDURE

- A. ~~The grievance procedure provides a mechanism to enforce existing safety rules by providing a progressive disciplinary system when needed. Although most complaints can be resolved informally, if a complaint is serious or cannot be resolved informally, the matter should be referred to the Board of Directors for its consideration by means of a written complaint in the form of an e-mail or letter submitted to the President. At least one witness is required to be identified on the complaint. The Board of Directors shall use its judgment in carrying out action on the following:~~
 - a. ~~A complaint will be submitted to the Board of Directors. At least one witness is required to be identified on the complaint.~~

- b. ~~FIRST VIOLATION: Viewpoints of both complainants and accused will be considered. Complainant's name will be disclosed. A verbal reprimand will be given to the accused by a board member if appropriate, and this will be recorded in the Club records.~~
 - c. ~~SECOND VIOLATION: The accused has the right to a written rebuttal, to be reviewed by the Board of Directors. If the Board so decides, the flying privileges of the accused will be suspended for thirty (30) days. Written notice of this shall be issued and kept on file, and a copy published in the Club newsletter and/or by e-mail to all Club members.~~
 - d. ~~THIRD VIOLATION: The President will notify the accused in writing and the Club members via the Club newsletter and/or e-mail that the Club will vote on the expulsion of the accused at the next meeting. Said expulsion will last for a one-year minimum. A member may be expelled from the Club upon a two-thirds (2/3) majority vote of the membership present at the meeting by secret ballot. The expelled member may reapply for membership after the expiration of the expulsion time period.~~
 - e. ~~Any member receiving a Grievance, who directs any retaliation action against the person filing said grievance, will be subject to immediate expulsion from the Club. This is to include threats, intimidation, physical harm, intentional equipment damage, or any other action deemed to be retaliatory by the Board of Directors.~~
- B. ~~This Grievance Procedure is a guideline. Any member engaging in practices or behavior determined by the Board of Directors to be a willful act which is a violation of any of the terms of these Bylaws, or the Rules of the AMA, or the Fly A Ways RC Club Field Rules, or which is detrimental to the Club, the AMA, or to model aviation, will be subject to immediate expulsion from the Club without benefit of this Grievance Procedure. The Board of Directors is authorized to expel members without supporting membership vote.~~

ARTICLE XI: BOARD MANAGEMENT RELATED TO MEMBERSHIP SAFETY VIOLATIONS OR CLUB SUSTAINABILITY

- A. The Board of Directors is responsible for the enforcement of the Safety Rules that are related to flying activities or any other unacceptable behavior by an individual member or members.
- B. If in the Board of Directors' determination, by simple majority vote, an individual willfully commits any act or omission which is a violation of any of the terms of these Bylaws, or the Rules of the AMA, or the Fly-A-Ways RC Club Field Rules, or which is detrimental to the Club, the AMA, or to model Aviation, any member may be expelled or disciplined by suspension of activities.
- C. Any individual may be expelled from membership from the Club by a majority vote of the general membership in attendance at a scheduled club meeting.
- D. A prorated dues refund determined by the Board of Directors will be granted to terminated or expelled members.
- E. A grievance policy outlining suggested steps towards due process and best practices towards resolution of violations will be followed and kept on record.