



HAVASU RC RACEWAY BY-LAWS

11.09.2024

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ARTICLE 1: NAME

This legal name of the Non-Profit Organization shall be known as the Havasu RC Raceway, Inc., and shall herein be referred to as the organization.

ARTICLE 2: PURPOSE

The general purpose for which this organization has been established are as follows:

To perpetuate the hobby of radio control vehicles in the Lake Havasu City, Arizona, area.

Facilitating the safe operation and use of radio control models in a contained environment.

Bringing the community together in a family friendly environment.

ARTICLE 3: ORGANIZATION

The Club shall be nonprofit, nonpartisan, and nonsectarian. In keeping with the worldwide appeal of the hobby/sport of radio control modeling, no distinctions shall be made on the basis of race, sex, religion, or national origin. It is organized as a Non-Profit with a membership elected Board of Directors. The By-Laws are requirements to operate the club and are voted on by the membership. All members and visitors will behave in a pleasant and respectful manner. Rude, offensive and vulgar behavior is unacceptable and can be resolved informally or using the Incident Report (By Law Article 10); safety violations will be handled in the same manner.

ARTICLE 4: LOCATION

The principal office of the organization shall be located at S.A.R.A. Park in Lake Havasu City, AZ 86406.

The organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the organization may find a need for from time to time.

ARTICLE 5: MEMBERSHIP

Qualifications

Any person having a constructive interest in the objectives of the Havasu RC Raceway, shall be eligible to apply for membership. Membership forms will be posted on the website and available at site location.

Dues

Dues shall be assessed annually. The dues amount shall be determined by the general membership during the last quarter of the preceding year and publicized on the club website and by email notification at least 30 days prior to the assessment date. Each dues paid member is entitled to one vote.

Types of Members

Members are categorized into one of the following:

- 1 Regular Member or Family Members.
- 2 Junior Members – Under the age of 19 years prior to July 1st of the current calendar year and will be assessed dues as described on the membership application.
 - a. Junior Members are not eligible to vote.

Membership is extended to Regular Members, Junior Members and Family Members. A Family Membership shall consist of one qualified adult in the household being a Regular Member and each qualified junior being a Junior Member. No restrictions on the number provided all members are living in the same household.

Application Process

Application for a new and a renewal membership (Regular, Junior or Family) shall be made to the Membership Chairman or membership committee.

Membership Acceptance

Upon receipt of a completed membership application and annual dues the applicant will receive a welcome letter with a gate code and access to the members only area on the website where required reading will be:

- a. Bylaws
- b. The Havasu RC Raceway Safety Rules.

General Membership Meetings

General Membership meetings of the Club shall be held at bi-monthly intervals at a time and place to be decided by the Board of Directors. Due to extreme heat conditions, summer months meetings may be excluded.

ARTICLE 6: BOARD OF DIRECTORS

General Powers and Responsibilities

The organization shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit organization under the Non-Profit Corporation Act of Arizona. The Board shall establish policies and directives governing business and programs of the organization and shall delegate to the Executive Director and organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to five (5) members, but no fewer than three (3) board members. The number of Board members may be increased beyond five (5) members by the affirmative vote of 2/3 of the then-serving Board of Directors. A Board member need not be a resident of the State of Arizona.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Organization in any other capacity and receiving compensation for services rendered.

Board Elections/Nominations

During the November Club meeting, nominations for Club officers for the upcoming Club year (January 1 through December 31) will be accepted from the Nominating Committee and from the floor from any member. A new Club member may not hold any elected Officer or Board of Directors office until they have completed a minimum of six months of membership in the Club. This rule may be waved in the

event no member with six months or more tenure is running for the position.

For nominations to be accepted from the floor, the person being named from the floor must have agreed in advance to have their name placed in nomination and must be seconded by another member other than the one doing the nominating at the November meeting. The names of the candidates shall be recorded in the meeting minutes and published in the November/December Club newsletter and/or Club's web site.

At the November meeting, nominees for office shall be introduced and given an opportunity to make a brief 5-minute statement. A secret vote shall be taken on ballots provided by the Secretary. Votes shall be counted by the Vice President and the Treasurer, unless they themselves are candidates, in which case the President shall appoint two non-candidate members to this duty. The ballots shall be counted, and the results recorded in meeting minutes and published in the next Newsletter and/or the Club's Website.

The board will consist of a President, Vice President, Secretary, Treasure, and Committee Chair.

Term of Board

All appointments to the Board shall be for a term of one (1) year January 1 – December 31. There is no stipulation on the number of consecutive terms a member can hold office.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a. The death, resignation, or removal of director.
- b. The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director.
- c. An increase in the authorized number of directors; or
- d. The failure of the directors, at an annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in this article. Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of the Organization, the secretary of the Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of the majority of the then-serving Board members.

Meetings

The Board of Directors shall meet bi-monthly and held at a time and place which can be determined by the Board. The Chair of the Board or any regular Board members may call a special meeting of the Board with one (1) days' notice provided to each member of the Board. The notice shall be served upon each Board member via text message, email, in person or call.

Minutes

The secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either email, regular mail or hand delivered within 60 business days after the close of each Board meeting.

Quorum

At each meeting a quorum shall consist of 10% of members with a majority of the Board of Directors.

Voting

Each Board member shall only have one vote.

Board Member Attendance

An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Organization. The board may deem a Board member who has missed three (3) consecutive meetings without such a reevaluation with the Chair, to have resigned from the Board.

ARTICLE 7: APPOINTED POSITIONS

President, whose duties are but not limited to:

- To supervise over the entire board.
- To oversees all board meetings and typically serves as the primary contact person.
- To ensure that every person involved with the nonprofit embodies the organization's values and that everyone works toward common objectives.
- To be an ex officio member of all committees.
- Preside over Incident Procedure (Article: 10)
- Appoint the replacement of any office which becomes vacant during the year.

Vice-President, whose duties are but not limited to:

- To preside at meetings in the absence of the President.
- To perform the duties of any officer in their absence.
- To perform additional duties as required.
- To perform the duties of Membership Chairman.
- Be or appoint a Statutory Agent for the club, as provided for in Arizona Revised Statutes Sections 10-3501 through 10-3504.

Board Treasurer, whose duties are but not limited to:

- To be responsible for collecting dues and assessments.
- Primary person responsible for maintaining written records of funds received and distributed.
- Serves as the chair of the board's financial committee
- Reconciling financial statements from the board and various banks
- Updating board members on the nonprofit's financial health.
- The Treasurer position may be combined with the Secretary position.

Board secretary, whose duties are but not limited to:

- Make sure that all board meetings operate as efficiently as possible.
- Accurately record meeting minutes from the Club and Board meetings.
- Signing contracts or financial documents
- Schedule board meetings
- Maintaining that the contact details for all board members are up to date on our membership roster.
- The Secretary position may be combined with the Treasurer position.

Committee chair, whose duties are but not limited to:

- Oversees specific committee within the board.
 - Many boards have committees, which refer to smaller groups of board members who discuss and determine plans and strategies related to a specific part of the nonprofit.
 - Marketing
 - Event planning
 - Track layout/designing/redesigning

ARTICLE 8: COMMITTEES

Committees will be created to help facilitate the Clubs purpose in perpetuating the hobby/sport in our community. The Board of Directors may designate one or more committees to exercise all portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee.

Appointments

The President with the approval of the Board of Directors shall appoint all Committees and Committee Chairpersons and establish goals. The President shall identify such committees as are deemed necessary to carry out the programs of the Club and recorded in the club minutes. The President, also with the Board of Directors approval, can terminate or change any ad-hoc committee at any time.

Responsibilities

No action by a committee, member, or officer shall be binding on the Club until it is approved by the Board of Directors.

Standing Committees

- Safety Committee
- Field Maintenance Committee
- Membership Committee
- Racetracks Committee
- Webmaster Committee

Meetings and Actions of Committees

The Chairperson of committees may be called upon to attend the Board of Directors meetings as non-voting members.

ARTICLE 9: FINANCES

Duties of the Treasurer

The Treasurer shall promptly deposit all monies paid to or raised by the Club in the Club's account(s) in the name of the Havasu RC Raceway, Inc. Any club account shall be set up to require the checks to be signed by any of three (3) Club officers, Treasurer, President or another designated officer. Three (3) Bank Cards may be given to three Club Board members by authority of the Board of Directors.

Disbursement of Funds

Disbursement of funds shall be by check or Bank Card by the Treasurer as is necessary for the continued satisfactory operation of the Club as authorized by the Board of Directors and these By-laws.

Preparation and approval of the Operating Budget:

The current committee chairmen requiring funds to carry out their duties shall meet with the Board of Directors to plan and budget for the coming physical year. The Treasurer shall have prepared a schedule of estimated cash flows, indicating funds available for various projects, work and activities. The Board of Directors shall, taking into consideration the requests of the chairmen, and recognizing its own funding requirements, arrive at a proposed operating budget (by quarter and by work item) for the period January 1 through December 31.

The President shall present the proposed budget to the members present during the January General Membership Meeting of the Club members. After discussion, amendments, changes and approval of the Operating Budget by a majority of those in attendance at the meeting, the various chairmen may commence with the designated budgeted work items as scheduled in the approved Operating Budget. Any increase in expenditures over 10% of the budgeted amount shall be approved by a majority vote at any regular meeting of the Club.

At any regular meeting, members can make motions from the floor to amend the budget amounts, or to spend unbudgeted funds. These motions must be approved by a majority of the members present.

Audits

At the December Club meeting, the President, or in his absence the Vice President, shall appoint a Club member in good standing, to perform an audit of the Treasurer's books. The audit to be completed by January and /or to coincide with turnover of the books to the incoming Treasurer.

Assessment

If the Board of Directors determines that an assessment of the membership is necessary, such an assessment may be levied by a two-thirds (2/3) majority vote of the members at an announced General Membership Meeting held for that purpose.

ARTICLE 10: INCIDENT PROCEDURE

The incident procedure provides a mechanism to enforce existing Havasu RC Raceway 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 any Board of Director member for consideration by means of an Incident Report to be filled out and submitted to the Board of Directors. At least one witness is required to sign the Incident Report. The Club president is a good first contact and presides over the Incident Report process.

The Board of Directors shall use its judgment in carrying out action on the following: An Incident Report form will be filled out and turned into the Board of Directors. At least one witness is required. Criminal activity should be referred to the local authorities.

1. 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 the Board of Directors, and this will be recorded in the Club records.
2. SECOND VIOLATION Complainant's name will be disclosed. The accused has the right to a written rebuttal, to be reviewed by the Board of Directors. If the Directors so decide, the club privileges of the accused will be suspended for thirty (30) days. Written notice of this shall be issued and a copy published in the Club newsletter.
3. THIRD VIOLATION The Board of Directors will notify the accused in writing and the Club members via the Club newsletter 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 only upon a two-thirds (2/3) majority vote of the membership present at the meeting. Voting will be by secret ballot at a regular monthly meeting. The expelled member may reapply for membership after the expiration of the expulsion time period.
4. The three actions will not be enforced unless they are accumulated within a two-year period of time.
5. Any member receiving an Incident Report, 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 Club Officers.

ARTICLE 11: REVISIONS

These By-laws will be initially adopted and may be amended by a (2/3) majority of the members present at any regular meeting, provided notice of the proposed amendment is included in an email to the membership a minimum of 7 days prior, and posted on the Club's Web site, preceding the meeting. Any proposed amendment must be submitted to a Club officer, in writing, at least 10 days prior to any general membership meeting.

ARTICLE 12: DISSOLUTION

The duration of the Club shall be perpetual. The Club may be dissolved with the approval of two-thirds of the membership. The Club shall use its funds only for the purposes and objectives specified in these By-laws, and no part of said funds may be distributed to the members of the Club generally. On dissolution of the Club, any funds remaining after settlement of debts shall be donated to the charity to be named at the time by the Board of Directors.

ARTICLE 13: HAVASU RC RACEWAY

Usage

The Havasu RC Raceway shall be limited to:

1. Operation of RC models
2. Other activities as determined by the Board of Directors
3. Havasu RC Raceway Club Members in good standing with proof of Membership

Safety Rules

Havasu RC Raceway Safety Rules are posted on the Bulletin Board. It shall be the duty of all Members, Guests, and Visitors to comply with these Safety Rules and Code. It is a requirement that all Havasu RC Raceway Members enforce these Rules and Code when necessary.

Visitor/Guests and Non-Members

During Club Sponsored Events or Special Events, “fees” shall be determined by the Event Committee. Fees may be charged to all participants at an event as determined by the Event Committee.