

# BY-LAWS OF THE CHARLES RIVER RADIO CONTROLLERS

## ARTICLE I.- NAME

1. The name of the Corporation is Charles River Radio Controllers, Inc. The Corporation shall hereinafter in these By-Laws be referred to as the "Club".
2. The object of this club is to promote interest and fellowship in radio control modeling.

## ARTICLE II. - PLACE OF MEETINGS AND ACTIVITIES

1. The Club may maintain and establish a place 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 the members of the Club.

## ARTICLE III. - CLASSES OF MEMBERSHIP

1. The Board of Directors may define one or several classes of membership of the Club. Each class may be allocated different dues rates and these classes will be indicated on the membership application.
2. Each member of the Club must have a current Academy of Model Aeronautics (A.M.A.) membership with the exception of an Associate Member (non-flying Senior age 75 before July 1st).

## ARTICLE IV. - MEMBERSHIP AND DUES

1. All paid-up members of all classes of the Charles River Radio Controllers, Inc., in good standing at the time of the filing of the Articles of Organization of this corporation, shall automatically become members of the corporation with all the rights and privileges of members for the calendar year..
2. New members will be accepted, with the limitations set forth in ARTICLE III hereof, upon written application to the Membership Secretary.
3. The amount of the dues shall be determined by the Board of Directors and approved by two-thirds majority of the members voting at a regular meeting designated for said purpose.
4. The annual dues of all members of all membership class, except Senior over age 75 where membership is free if an A.M.A. member or Associate Member where membership is free, shall be due and payable by March 1st of the calendar year at the discounted membership rate.
5. The members of the Club may contribute to the support of the Club in case the funds are insufficient to meet the expenses of the Club or in case funds shall be required for any special purpose. 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 membership dues.

## ARTICLE V. - MEETINGS OF MEMBERS

1. The members of the Club shall meet annually for the election of 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 preceding annual or regular meeting. The annual meeting shall be held on the third Wednesday of November in each year, if not a legal holiday. In case of inclement weather or other disruption, an alternative schedule and location may be established either beforehand or at need.
2. Notice of the annual meeting of the members shall be served not less than one week previous to such meeting. Such notice shall be sent to each member of the Club entitled to vote on the election of the officers and directors at his or her address as it shall appear on the books of the Club, unless he shall have filed with the Membership Secretary of the Club a written request that notices intended for him or her are to be sent to some other address, in which case it shall be sent to the address so designated.

3. Ten (10) voting members must be present in person to constitute a quorum at all meetings of members for the election of officers and directors or for the transaction for 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, and who is age 19 or over, shall be entitled at every meeting of the members of the Club to cast one vote and such vote may be cast in person only.
5. Regular meetings of the members of the Club shall be held monthly at the members' discretion, on the third Wednesday of the month, or on another date with no less than one week's notice.
6. 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 Recording Secretary at the request of a majority of the Directors or at the request of ten percent of voting members (but not less than a quorum as defined in Article V paragraph 3) or as otherwise provided by law. Such requests shall in any case state the purpose or purposes of such proposed meeting. Before such meetings are held, all members entitled to vote shall be notified in accordance with the notification requirements for all annual meetings. Business transacted at all special meetings shall be confined to the objects stated in the call and germane thereto.
7. At all regular and annual meetings of the members of the Club, the order of business shall be substantially as follows:
  - o Ascertain whether or not a quorum is present.
  - o Completion of Unfinished business. Reading of communications to Club received since the last previous annual or regular meeting.
  - o Taking of reports from committees and approval thereof or action to be taken thereon.
  - o Election of officers and directors (if annual meeting).
  - o Transaction of new business.
  - o Appointment of committees by the President.
  - o Adjournment

## ARTICLE VI. - FIELD CONDUCT

1. Each member shall be provided a current Handbook upon joining the Club.
2. The conduct of members on the flying fields must conform to rules provided each member in the Handbook.

## ARTICLE VII. - 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 any member conducts him/herself in a manner not authorized by or in violation of the By-laws of the Club or the rules set forth in Article VI above, he or she may be subject to censure, suspension, or expulsion, at the discretion of the Board of Directors depending upon whether such infraction is deemed to be slight or serious. Any misconduct or infraction, which may subject the offending member to censure on the first offense, may subject him/her to suspension or expulsion upon the repetition of such misconduct or infraction.
2. In case such offending member is suspended from membership in the Club, he/she shall be deprived of all rights and privileges of membership for a period up to three months as may be determined by the Board of Directors in the particular case. At the expiration of the prescribed period, such member shall be restored to his/her previous status with all rights and privileges of membership.
3. In case such offending member be expelled from membership in the Club, he/she shall forthwith forfeit all rights, title, and interest in or to the Club or its property. Such a member may re-apply for membership, and be admitted only at the discretion of the Board of Directors.
4. A member censured, suspended, or expelled per the above, shall have the right to appeal said action to the members present at the next regular meeting. A two thirds vote of the members present shall be required to overturn the ruling of the Board of Directors, and such a decision shall not be subject to further appeal.

## ARTICLE VIII. - OFFICERS AND DIRECTORS

1. The officers of the Club shall consist of the President, Vice-President, Treasurer, Recording Secretary, Membership Secretary, Newsletter Editor, Safety Coordinator, and Webmaster.
2. There shall be a Board of Directors which shall consist of the officers and one previous year's officer, generally the Past President.

3. The President of the Club, or in his absence the Vice President, shall:
  - preside at all meetings of members and of the Board of Directors and perform the duties usually devolving upon a presiding officer
  - see that all order and resolutions of the Board of Directors are carried into effect
  - have the power to appoint special committees to have such power and duties and to hold such offices for such periods of time as shall be fixed by the President. All such appointments shall be coterminous with that of the appointing President
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 perform such other duties as may be imposed by resolution passed at any annual or regular meeting of the members.
5. The Recording Secretary shall:
  - attend all meetings of the Board of Directors and all annual and regular meetings of the members
  - act as Clerk of each meeting
  - record all votes and the minutes of all proceedings, preferably in a book kept for that purpose
6. The Membership Secretary shall:
  - cause to be given notice of all meetings of members or of Board of Directors when notice is required by these By-laws and, if required by resolution at any annual or regular meeting of members, shall give notice of meetings of committees of members
  - have custody of the original copy of the By-laws and all amendments thereto.
  - 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
  - conduct the correspondence of the Club and shall execute all instruments as may be officially authorized
  - be the contact person for the AMA
7. The Treasurer shall:
  - have custody of all funds of the Club and shall keep full and accurate records of receipt and disbursements in books belonging to the Club and shall deposit all monies in the name of and to the credit of the Club in such depositories as may be designated by the Board of Directors
  - disburse the funds of the Club as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. All disbursements made by check shall be signed by the Treasurer
  - render to the President and Directors, whenever they may require it, an accounting of all transactions as Treasurer, and of the financial condition of the Club
8. The Newsletter Editor shall:
  - provide to all members notice of all regular and annual meetings at least four days prior to said meeting.
  - compose and distribute a newsletter including the meeting minutes, typically monthly.
9. The Safety Coordinator shall:
  - promote and encourage a climate of safety awareness within the club
  - provide communications between AMA and the club in matters related to safety
10. The Webmaster shall:
  - coordinate and maintain the online presence and functions of the club
11. In case of the absence of any officer of the Club, the powers or duties of such officer may be designated to any other officer or person on a temporary basis by the Board of Directors, or by the President.
12. In addition to the powers by these By-laws expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or the certificate of incorporation or by these By-laws required to be exercised by the members or officers.

## ARTICLE IX. - 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 meetings of members may be held as set forth in Article II of these By-laws, or at such other place or 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 four days' notice to each Director.
3. At all meetings of the Board of Directors, the presence of a majority of the Board members shall be necessary for the transactions of business, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by 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, 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 statute.

## ARTICLE X. - NOMINATIONS AND ELECTIONS

1. To be eligible for nomination for a corporate office, or to become a member of the Board of Directors, a person must be a paid up member for a minimum of six months. At the end of two consecutive terms in the same elected office, a person may be nominated for further terms in the same office only if there are no other nominees. An absence of one year would allow a person to again be nominated to any office. The previous President shall automatically become one of the Board of Directors for the year following his term or terms of office unless that person is removed from office under conditions of Article XII, Paragraph 1, or resigned prior to the completion of the elected term of office. This will be accomplished by his either being elected to another club office or assuming one of the Directors positions.
2. The slate shall consist of at least one candidate for each office, and no nominations shall be considered valid or placed on the ballot without the nominee's consent.
3. Nominations from the floor will be accepted at the annual meeting.
4. Elections shall be held at the annual meeting described in Article V paragraph 1.
5. The newly elected officers and directors shall be duly installed and will assume office on the first day of January of the following year.

## ARTICLE XI. - REMOVALS AND VACANCIES

1. The Board of Directors may remove from office for cause any officer including a Director, by the vote of a majority of the entire Board of Directors, excluding the officer or Board member to be removed. The members of the organization may, at a regular meeting by vote of two thirds of the voting members present, remove any officer or Director for cause.
2. If the office of any officer or Director becomes vacant by reason of death, removal, resignation, or otherwise, the Directors may select by a vote of the majority of the Board of Directors a successor(s) who shall hold the office for the un-expired term.

## ARTICLE XII. - EXPENDITURES

1. Petty cash expenditures up to \$200 per event may be authorized by a majority vote of the Board of Directors.
2. Expenditures of Club funds in excess of \$200 per event shall require a majority vote of the members present at a scheduled meeting.

## ARTICLE XIII. - AMENDMENTS TO BY-LAWS

1. These By-laws or any one or more of them, may be altered, amended or repealed or new By-laws may be adopted at any annual or regular meeting of members by affirmative vote of at least two-thirds of those members present at such meeting and entitled to vote in the election of officers and Directors, provided notice of intention to amend the By-laws shall have been contained in the notice of the meeting.

## ARTICLE XIV. - SUNDRY PROVISIONS

1. The fiscal year of the Club shall be the calendar year.

2. The Board of Directors may require the Treasurer or any officer, agent, or employee of the Club to give a bond to the Club, conditioned upon the faithful performance and discharge of his duties, with such surety or security and in such amount as may be satisfactory to the Board of Directors.

## ARTICLE XV. - DISSOLUTION

1. Upon resolution of the members of the Club to dissolve the Charles River Radio Controllers, Inc., all assets of the Club shall be returned to their just cash value which will be used to remove all outstanding debts of the corporation. All funds remaining after all debts are satisfied will then be donated to the Academy of Model Aeronautics.
2. A resolution to dissolve the Club must be approved by a two-thirds majority of the voting members at a regular, special or annual meeting.