



CONSTITUTION

St. Louis Radio Control Flying Association

March 18, 2017

ARTICLE 1 – NAME

This Non-Profit Organization shall be known as the SAINT LOUIS RADIO CONTROL FLYING ASSOCIATION INCORPORATED.

ARTICLE 2 – PURPOSE AND INTENT

The purpose of this Association shall be to promote and advance the interest and fellowship of its Members in the hobby of constructing and flying radio controlled miniature aircraft; to encourage the study and discussion of problems and techniques associated with the operation of radio controlled miniature aircraft; to develop interest in this hobby to youth and non-members; to support, whenever possible, radio controlled miniature aircraft functions; to provide a place of assembly and a flying site for the Members of this Association.

ARTICLE 3 – MEMBERSHIP

Section 1. *Section deleted*

Section 2. All applicants shall have proof of current Membership in the Academy of Model Aeronautics (AMA) and their application may be accompanied with full payment of current year's dues and assessments.

Section 3. All applications to this Association shall be presented at the next scheduled meeting of the Board of Directors. The Board shall vote by secret ballot, to either accept or decline each applicant by a simple majority of the Directors present.

Section 4. Any Member who is twenty-one years old or older on January 1st, who meets the requirements specified in Section 2 shall be classified as an Open Member. Open Members may vote and enter all club activities and be eligible for awards. Only Open Members, that have been Members of this Association for at least one year, by the date of election, may be nominated to serve on the Board of Directors.

Section 5. Any Member, that is older than eighteen years and younger than twenty-one years of age, on January 1st, who meets the requirements specified in Section 2 shall be classified as a Junior Member. Junior Members may not hold office but may vote and enter all club activities and be eligible for awards.

Section 6. Any Member, younger than eighteen years of age, on January 1st, who meets the requirements specified in Section 2, shall be classified as a Minor Member. Minor Members may not hold office or vote but may enter all club activities and be eligible for awards.

ARTICLE 4 – DIRECTORS AND OFFICERS

Section 1. The Board of Directors shall consist of twelve current Members, four of whom shall be Officers referred to in Section 2 of this Article.

Section 2. The Officers shall be the President, Vice President, Secretary and Treasurer.

Section 3. The President, Vice President, Secretary, and Treasurer shall be elected by the Board of Directors for two year terms. The President and Secretary shall be elected for terms beginning in EVEN years, The Vice President and Treasurer shall be elected for terms beginning in ODD years. Officers may resign at their discretion or be removed from office by an official act of the board of directors. If needed, a special election will be held to fill any vacancies for the remainder of the term.

ARTICLE 5 – DUTIES OF THE DIRECTORS AND OFFICERS

Section 1. The PRESIDENT shall preside at all meetings of the Board of Directors and the membership, sign and issue checks, coordinate all committee activities, ensure that the roles of safety officer and newsletter editor are filled, negotiate official business and enforce the Constitution and By-Laws of this Association to the best of his or her ability.

Section 2. The VICE PRESIDENT shall assist the President in his varied duties and shall perform the duties of the President in his or her absence, death, resignation, incapacity or removal from office. The Vice President shall sign and issue checks.

Section 3. The SECRETARY shall record the minutes, keep records and active data files of all Members, sign and issue checks, perform official club business and correspond in an orderly manner and be the registered agent for the club. The minutes of the Board of Directors meetings shall be read or printed in the club's newsletter and approved by the Membership at the next scheduled meeting.

Section 4. The TREASURER shall maintain all cash and material assets of the Saint Louis Radio Control Flying Association Incorporated, sign and issue checks, keep an active data file of all Members, issue gate keys and/or combinations and perform any other duties deemed necessary by the Board of Directors. The Treasurer will file the IRS required form(s) with the IRS no later than the IRS-required deadline for such. In order to do so, appropriate zero-balance, double-entry accounting measures will be maintained on a monthly basis, reported to the board and the membership as part of the monthly financial review. A minimum of three board members will sign the annual statements in review of the annual tax forms. An external audit may be purchased at the Board's discretion.

Section 5. The DIRECTORS shall supervise the assets of the Association. The eight Directors who are not Officers shall assist said Officers in their varied duties.

Section 6. The BOARD OF DIRECTORS shall determine the annual dues and assessments of the Association when applicable. The Board shall also present to the Membership, prior to the December general meeting a proposed Budget for the following year. In addition, the Board of

Directors shall appoint a Committee to audit records when deemed necessary by a majority of the Board.

Section 7. The Safety Officer shall promote and encourage a climate of safety awareness within the club. The Safety Officer provides a path of communication between the AMA and the club in matters related to safety. The Safety Officer annually completes a safety audit of club facilities, equipment, and grounds to ensure everything is in good working order and safe for normal use by members and the public. The Safety Officer establishes a club emergency action plan to handle serious accidents/incidents and annually reviews emergency procedures with club members.

Section 8. The Newsletter Editor shall publish SLRCFA's newsletter "Rotate," once a month. The Newsletter shall contain the Board Meeting Minutes, Membership dues structure, and Contact Information.

ARTICLE 6 – ELECTIONS

Section 1. Election to the Board of Directors shall be conducted during the first regular meeting in December of each year. Officer elections shall be held immediately following the Board of Directors' election. The Newly Elected Board of Directors vote for officer positions.

Section 2. Voting shall be by secret ballot, with simple majority of votes needed to elect. Absentee ballots shall be provided for all current members prior to elections.

Section 3. A Nominating Committee shall consist of the Secretary and one Member at large and shall present a slate of candidates, at least three more persons than positions to be filled, at the first regular meeting in November of each year. Additional nominations may be made from the floor. Only Directors who have served for one year or open members with a $\frac{3}{4}$ majority vote of approval by the Board of Directors may be nominated for Officer positions. All Nominees must accept their nomination either verbally or in writing. All Members shall be notified of the complete slate at least five days prior to the election.

Section 4. All current Members, excluding Minor Members, may vote in person or by absentee ballot. All absentee ballots shall be delivered to the Secretary prior to the start of the voting process in order to be valid.

Section 5. The Secretary and one Member at large shall constitute the Poll Committee. After the poll is closed, the Poll Committee shall tally all votes and announce the winners.

Section 6. Should a challenge arise following the announcement, an additional Member at large shall be appointed to confirm the findings of the Poll Committee.

Section 7. Alternates shall fill vacancies for the Board of Directors. These alternates will consist of the nominees from the prior election for the Board of Directors. The order of the alternates will be determined from the number of votes from the previous election. If alternates have been exhausted, the President will appoint an interim replacement qualified board member from

membership at large to complete the term.

Section 8. The newly elected Directors and Officers shall attend the next scheduled Board of Directors meeting and there assume their respective duties.

Section 9. With the exception of Officers, all Directors shall remain in office for a period of one year, pending resignation or removal from office by an official action of the Board of Directors.

ARTICLE 7 – KEYS AND LOCKS

Section 1. All Open Members and Junior Members shall be issued one key or new combination to the gate of the flying site, emergency first aid kit and to the circuit breaker of the AC power panel.

Section 2. Keys or combinations shall be issued for the exclusive use of current Members only and the lending of keys or giving out combinations to non-members is strictly prohibited. Additional or lost keys will be issued at cost to the Member.

ARTICLE 8 – POWER OF ADMINISTRATION

Section 1. The highest authority shall be the Board of Directors.

Section 2. The Board of Directors shall be empowered to represent the Saint Louis Radio Control Flying Association Incorporated and shall negotiate all business in behalf of the normal operation of the organization and the vital interest of the Membership.

Section 3. Between meetings of the Board of Directors, the highest authority shall be the President, whose actions are subject to approval or rejection by the Board of Directors at the next scheduled meeting.

Section 4. A quorum shall consist of the attendance of eight or more Members of the Board of Directors

ARTICLE 9 – MEETINGS

Section 1. At least one Board of Directors meeting shall be conducted each month. The time and place of the assembly may vary to suit the required conditions.

Section 2. Special meetings may be called by the President, at any time, provided all Members have been notified as to the business at hand at said meeting.

Section 3. All meetings shall be conducted in an orderly manner.

ARTICLE 10 – CONSTITUTIONAL AMENDMENTS

Procedures for proposing and passing of Constitutional Amendments are as follows:

Section 1. The membership at large, two-thirds of the eligible voters concurring, may submit a Constitutional Amendment to the Board of Directors for their consideration.

Section 2. The Board of Directors may, by a simple majority vote, recommend a Constitutional Amendment to the membership at large.

Section 3. The Constitutional Amendment, as recommended to the membership by the Board of Directors, shall be submitted to all eligible voting members in writing by the Secretary not less than five days prior to the scheduled vote.

Section 4. A Constitutional Amendment shall require a two-thirds majority vote of the eligible voting members in attendance at the time of the voting.

ARTICLE 11 – MEMBER OBJECTIONS

Members wishing to overrule or reverse the actions of the Board of Directors have two options. First, request at a regular meeting that the Board of Directors reconsider the particular action in question. Second, if the Board of Directors recommends letting the action stand, enter a petition bearing the signature of two-thirds of the current members, not to include members of the Board of Directors. The petition will then be presented to the Membership for their approval or rejection at the next scheduled meeting. A two-thirds majority of the members present is required to overrule the decision of the Board.

ARTICLE 12 - RESIGNATION, TERMINATION, EXPULSION AND REINSTATEMENT

Section 1. Any Member may resign his or her Membership to the Saint Louis Radio Control Flying Association Incorporated but will forfeit reimbursement of any dues or assessments paid to the Association.

Section 2. Any Member lacking qualifications and/or permits necessary for Membership in the Saint Louis Radio Control Flying Association Incorporated shall thereby terminate his or her Membership, subject to reinstatement upon restoration of all conditions necessary for full Membership status.

Section 3. Any Member may be expelled from the Membership by a simple majority vote of the Board of Directors, if such Member **willfully** commits any act of commission or omission which is a violation of any of the Saint Louis Radio Control Flying Association or any Safety Regulations of the Academy of Model Aeronautics. Furthermore, any Member that undermines the harmony, reputation and the ability of the Board of Directors or any Member or Members of this Association to conduct official business or undermines the good name and reputation of this Association and general interest to this hobby may be expelled from this Association, pending a hearing by the Board of Directors.

Section 4. Expulsion from Membership is subject to the following procedures and rights.

- At least ten days before such action is to be considered, a written statement of formal charges

and a written notice of proposed expulsion procedures shall be mailed to each Member of the Board of Directors by ordinary mail and to the Member charged by registered mail to his or her last known address.

- Charges and proposed expulsion shall be considered by the Board of Directors in a hearing at the next scheduled Board meeting. At the hearing, the Member charged shall have an opportunity to present a defense. A record of the proceedings shall be kept by the Secretary or by an appointed stenographer. An audio recording may also be used to serve this purpose.
- The vote of the Board of Directors regarding the proposed expulsion shall be by secret ballot. To assure neutrality, any Member of the Board of Directors representing the individual charged or representing any party aggrieved by the acts or omissions under inquiry shall be disqualified from voting necessary for expulsion, and a simple majority vote necessary for the expulsion shall be determined as if the Board of Directors were reduced by the number of its Members disqualified.
- Two votes shall be taken by the Board of Directors. The first vote shall determine the culpability of the individual charged. The second vote shall determine whether to expel, restrict or reprimand the culpable individual from the Saint Louis Radio Control Flying Association.

Section 5. Any Member who is expelled from the Saint Louis Radio Control Flying Association may submit an application for Membership one year after said expulsion.

Section 6. Officers and Directors are subject to disciplinary action including removal if three or more board meetings are missed within a calendar year. Written notice will be given pending action. If removed, one may not hold office for the following year.

ARTICLE 13 – ASSETS

Section 1. No part of the funds and assets of this Association shall be applied to the benefit of, or be distributed to its Members, Directors, Officers, or other private persons, except that the Saint Louis Radio Control Flying Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in advancing the purposed set forth in Article 2.

Section 2. No significant part of the activities of the Saint Louis Radio Control Flying Association shall involve the support of propaganda, or any attempts to influence legislation. This Association shall not participate in or intervene in any political solicitation on behalf of any candidate campaigning for public office.

ARTICLE 14 – STOCKS

There shall be no capital stock or shares of stock issued as this Association is organized for the purpose from which no pecuniary or private gain or profit is to be derived from its operation.

ARTICLE 15 – DISSOLUTION

Section 1. This Association may be dissolved with the approval of two-thirds majority vote of the current eligible voting Members.

Section 2. Upon dissolution of this Association, all assets including cash or saleable items, on record at the time of the dissolution, after liquidation of all liabilities, shall be either divided equally between current Members or donated to a charitable organization agreed to by the Board of Directors.

ARTICLE 16 – REGISTERED AGENT

The Registered Agent for the Saint Louis Radio Control Flying Association Incorporated shall be the Secretary or appointed by the President and shall remain so at the President's discretion.

ARTICLE 17 – LIABILITY ON OBLIGATIONS

The Officers, Directors or Members of the Saint Louis Radio Control Flying Association Incorporated shall not be liable on its obligations.

Amendments - February 8, 1998

ARTICLE 3 – MEMBERSHIP

Section 1. *Delete*

Section 2. *Delete by ballot*

ARTICLE 5 – DUTIES OF THE DIRECTORS AND OFFICERS

Section 5. *Delete and audit the records of the Association once a year or appoint a special committee to do likewise.*

Section 6. *Add In addition, the Board of Directors shall appoint a Committee to audit records when deemed necessary by a majority of the Board.*

ARTICLE 6 – ELECTIONS

Section 2. *Delete available to all current members by request. Add provided for all current members prior to elections.*

Section 7. *Replace original with Alternates shall fill vacancies for the Board of Directors. These alternates will consist of the nominees from the prior election for the Board of Directors. The order of the alternates will be determined from the number of votes from the previous election. If alternates have been exhausted, the President will appoint an interim replacement qualified board member from membership at large to complete the term.*

ARTICLE 7 – KEYS AND LOCKS

Section 1. *Delete*

ARTICLE 10 – CONSTITUTIONAL AMENDMENTS

Section 3. *Replace ten with five*

Amendments – February 5, 2009

ARTICLE 5 – DUTIES OF THE DIRECTORS AND OFFICERS

Section 4. *Add and/or combinations after the word keys*

ARTICLE 7 – KEYS AND LOCKS

Section 1. *Add or new combination after the word key*

Section 2. *Add or combinations after the first Keys and or giving out combinations after the second keys*

ARTICLE 9 – MEETINGS

Section 4. *-Delete*

Amendments – December 18, 2014

ARTICLE 3 – MEMBERSHIP

Section 3. *Add by secret ballot after the word vote*

ARTICLE 5 – DUTIES OF THE DIRECTORS AND OFFICERS

Section 1. *Add ensure that the role of safety officer is filled after the word activities*

Section 3. Add *and be the registered agent for the club* after the word *manner*

ARTICLE 6 – ELECTIONS

Section 3. Add *Only Directors who have served for one year or open members with a ¾ majority vote of approval by the Board of Directors may be nominated for Officer Positions.* after the word *floor*

ARTICLE 8 – POWER OF ADMINISTRATION

Section 4. Replaced the word *seven* with the word *eight*

ARTICLE 12 - RESIGNATION, TERMINATION, EXPULSION AND REINSTATEMENT

Section 6. Added *Section 6. Officers and Directors are subject to disciplinary action including removal if three or more board meetings are missed within a calendar year. Written notice will be given pending action. If removed, one may not hold office for the following year.*

ARTICLE 16 – REGISTERED AGENT

Add *the Secretary or* after the word *be*

Amendments – December 17, 2015

Article 4, Section 3 – Deleted: *The President, Vice President, Secretary, Treasurer and the Editor of the club's newsletter shall be permanently appointed by the Board of Directors. The Officers and Editor may resign at their discretion or be removed from office by an official act of the Board of Directors.*

Article 4, Section 3 -Inserted: *The President, Vice President, Secretary, and Treasurer shall be elected by the Board of Directors for two year terms. The President and Secretary shall be elected for terms beginning in EVEN years, The Vice President and Treasurer shall be elected for terms beginning in ODD years. Officers may resign at their discretion or be removed from office by an official act of the board of directors. If needed, a special election will be held to fill any vacancies for the remainder of the term.*

Article 5, Section 1 –Replaced the word “role” with “roles” Inserted: “and newsletter editor are” Removed: “is”

Article 5, Section 7 –Added Section 7: *The Safety Officer shall promote and encourage a climate of safety awareness within the club. The Safety Officer provides a path of communication between the AMA and the club in matters related to safety. The Safety Officer annually completes a safety audit of club facilities, equipment, and grounds to ensure everything is in good working order and safe for normal use by members and the public. The Safety Officer establishes a club emergency action plan to handle serious accidents/incidents and annually reviews emergency procedures with club members.*

Article 5, Section 8- Added Section 8: *The Newsletter Editor shall publish SLRCFA's newsletter “Rotate,” once a month. The Newsletter shall contain the Board Meeting Minutes, Membership dues structure, and Contact Information.*

Article 6, Section 9- Deleted: *and the editor of the club's newsletter*

Amendment- September 15, 2016

Article 6, Section 1 Inserted: *Officer elections shall be held immediately following the Board of Directors' election. The Newly Elected Board of Directors vote for officer positions.*

Amendment- March 18, 2017

Article 5, Section 4- Added: *The Treasurer will file the IRS required form(s) with the IRS no later than the IRS-required deadline for such. In order to do so, appropriate zero-balance, double-entry accounting measures will be maintained on a monthly basis, reported to the board and the membership as part of the monthly financial review. A minimum of three board members will sign the annual statements in review of the annual tax forms. An external audit may be purchased at the Board's discretion.*