

April 17, 2007

**BY-LAWS  
OF  
PRINCE WILLIAM COUNTY RADIO CONTROL  
FLYERS, INC. (“PWCRCF”)**

**ARTICLE I: Name**

- 1.1 **Name.** The corporation shall be known as the Prince William County Radio Control Flyers, Inc. (“PWCRCF”). The PWCRCF may also be referred to as the “Club” or the “Corporation” in these By-laws.
- 1.2 **Location.** The PWCRCF may operate a model aircraft flying site in a location(s) as determined by the Board of Directors. Said location(s) may include private property located at the National Capital Area Council’s (“NCAC”) Camp William B. Snyder (“CWBS”) in Haymarket, Virginia.

**ARTICLE II: Purpose**

- 2.1 **PWCRCF.** The PWCRCF was established to promote and facilitate the sport of flying of radio controlled model aircraft. It is a non-profit educational, recreational, civic and social organization. Upon formation, it was chartered by the Academy of Model Aeronautics (AMA) as AMA Club #3160. The Club’s intent is to promote the safe operation of Club flying activities, acquire flying site(s), generate resources for Club/field maintenance, acquire Club liability insurance and disseminate information to promote safe and enjoyable flying of radio controlled model aircraft.

**ARTICLE III: Membership**

- 3.1 **Classes of Membership.** A current membership with the Academy of Model Aeronautics (AMA) is required for membership in the Club. The PWCRCF shall have three classes of membership: Regular Members, Junior Members and Honorary Members (collectively, “Members”).

**A. Regular Member Qualifications and Voting Rights**

Regular Members are those individual applicants who have been accepted for membership by the PWCRCF. Regular Members must have a current AMA membership card and a completed and signed Membership Agreement and must have paid initiation and annual dues as applicable. Each individual Regular Member shall have one vote at any membership meeting at which he/she is present. Proxy voting shall not be permitted at any membership meeting or election. No Regular Member may vote if he/she does not meet the requirements for Regular Membership, including having timely paid the annual dues for the then current fiscal year.

**B. Junior Member Qualifications and Voting Rights**

Junior Members are those individuals who (i) are an immediate family member (son or daughter) of a Regular Member in good standing with the PWCRCF, (ii) are under the age of

nineteen (19) years, (iii) have a current AMA membership card, (iv) have completed and signed a Membership Agreement and (v) must have paid annual dues as applicable. Junior Members do not have voting rights. Junior Members must be accompanied by their Regular Member family sponsor when flying at the Club designated flying site. Junior Members shall not count towards the Club's Membership Ceiling as defined in Section 3.2(C) below.

### **C. Honorary Member Qualifications and Voting Rights**

An Honorary Member is an individual, selected by and approved by the Club's Regular Members as set forth below. Candidates for Honorary Membership must have made a substantial contribution to the support of the PWCRCF or model aviation. Honorary Members may be approved only after written invitation from the Board of Directors and approval by a majority of the Regular Members present at a Club membership meeting at which a quorum is present. Honorary Members are not required to pay initiation fees or annual dues. Honorary Members do not have voting rights. Honorary Members shall not count towards the Club's Membership Ceiling as defined in Section 3.2(C) below.

## **3.2 Membership Administration**

### **A. Member in Good Standing**

A Member in Good Standing refers to a Regular, Honorary or Junior Member who meets these basic requirements: possess a current AMA membership card; payment of all fees due to the Club in accordance with these By-laws (one time initiation fee and annual dues); and no pending termination or expulsion action.

### **B. Application for Membership**

The Regular Membership process is initiated by the submission of a completed and signed Membership Agreement to the Club Treasurer along with designated fees. The application is complete when the individual receives a Club membership card.

### **C. Membership Ceiling**

To ensure effective administration of Club organizational processes and safe management of flying sites, Club membership will be limited to ninety (90) Regular Members ("Membership Ceiling"). This provision of the By-laws may be amended by the Board of Directors without Member vote.

## **3.3 Resignation of Membership**

Any Member may resign his/her membership by giving written notice to the Club Secretary.

## **3.4 Termination of Membership**

If any member ceases to have current membership in the AMA, his/her membership in the Club shall also terminate, subject to reinstatement upon restoration of AMA membership.

### 3.5 Expulsion

Any Member may be expelled from the Club by a two-thirds (2/3) vote of those Regular Members present at a Club membership meeting at which a quorum is present, if such Member has been deemed to have committed, after compliance with the grievance procedures of the then-current Rules and Regulations of the Club, any act or omission which is a violation of any of the terms of these By-laws, the Rules of the AMA or the Rules and Regulations of the Club, or which is detrimental to the Club, the AMA or to model aviation.

### 3.6 Reinstatement

A two thirds (2/3) vote of the Regular Members is required for reinstatement to Membership in good standing to the Club. This refers to two-thirds (2/3) of the Regular Members present at an announced Club meeting where a quorum is present.

### 3.7 Dues

Annual dues shall be set by the Board of Directors. During the month of November, the Treasurer shall send to each Regular Member a statement of his dues for the ensuing year.

### 3.8 Membership Meetings.

**A. Annual Meeting and Regular Meetings:** The annual membership meeting shall be held in the month of November of each year, at which meeting the Regular Members shall elect the Elected Directors for the ensuing year and shall act upon such other matters that may properly come before the membership as provided in the written notice of said meeting. Regular meetings of the membership shall be held as determined by the Board. Written notice of such meetings shall be provided pursuant to Section 3.8(C) herein.

**B. Special Meetings.** Special membership meetings may be called by the President, by a majority vote of the Members of the Board or by the Secretary upon the receipt of a petition signed by twenty percent (20%) of the Regular Members. Written notice of such meetings shall be provided pursuant to Section 3.8(C) herein and shall state the purpose of the meeting. No business, other than that stated in the written notice, shall be transacted at said special meeting.

**C. Notice of Membership Meetings.** Written notice of all membership meetings shall be mailed by the Secretary to the Members at least ten (10) days and not more than sixty (60) days prior to the date of the meeting unless otherwise required by the Virginia Nonstock Corporation Act (the "Act"). Notice of such meetings may also be given by a form of electronic transmission consented to by the Regular Member to whom the notice is given in compliance with the Act.

**D. Quorum.** The quorum for membership meetings shall be fifteen percent (15%) of the Regular Members present in person at such meeting.

**E. Place, Date and Hour.** All meetings of the Corporation, whether of the membership or the Directors, shall be held at such place, date, location and hour as may be designated by the Board of Directors, which shall be specified in the notice of the meeting.

## **ARTICLE IV: Directors and Officers**

### **4.1 Board of Directors**

The Club Board of Directors (the “Board”) shall be comprised of (i) at least three (3) but not more than six (6) Elected Directors (as defined in Section 4.3 below), (ii) Appointed Chairmen and (iii) Appointed Advisors, as defined in Section 4.7 herein. However, only the Elected Directors shall be entitled to vote. At no time shall the total number of Board members of all of the aforesaid categories exceed fifteen (15).

**4.2 Powers and Duties.** The management powers of the Corporation shall be vested in the Board of Directors which shall have charge, control and management of the property, affairs and funds of the Corporation; and shall have the power and authority to do and perform all acts and functions consistent with the Articles of Incorporation and these By-laws including, but not limited to, establishing rules, regulations and procedures governing the flying site, new member/new pilot proficiency requirements, flight instructor qualification requirements, maiden flight aircraft inspection, routine aircraft inspections and other flight and safety requirements. All said rules, regulations and procedures shall be contained in the PWCRCF Handbook.

### **4.3 Elected Directors**

The Elected Directors constitute the voting members of the Board. Elected Directors are elected to the Board of Directors through a vote of the Regular Members at the annual membership meeting in November of each year. The term of the Elected Directors shall commence on the date of the first meeting of the Board of Directors following the election held at the November annual membership meeting. The term shall last until the first meeting of the Board of Directors following the next election of Directors at the next annual membership meeting, or until their successors are duly elected, qualify and take office. It is intended that the first meeting of the Board of Directors following each annual membership meeting shall occur within the first three (3) weeks of January following the November annual membership meeting. The candidates (not fewer than three or more than six) receiving the greatest number of votes shall be declared elected as the Elected Directors and shall serve until their successors are duly elected, qualify and take office. The sitting President shall convene and shall preside at the first meeting of the newly-elected Board following their election and shall continue to serve as President until his or her successor shall have been elected and qualify.

### **4.4 Nominations and Elections of Elected Directors**

At least two (2) months prior to expiration of the Elected Directors’ terms each year, nominations will be solicited by the Secretary to fill the Elected Director positions for the following year (which shall be not fewer than three or more than six positions). Only Regular Members shall qualify as candidates for nomination. Nominations must be submitted to the Club Secretary during designated timeframes in accordance with the procedure as established by the Board. Following validation that nominees are current Regular Members in Good Standing, elections will be held at the annual membership meeting.

#### 4.5 **Determination of Officers**

At the first meeting of the Board during the term of the Elected Directors following their election at the annual membership meeting, the newly Elected Directors shall elect from among them individuals to serve as the officers of the Club, as follows: President, Vice-President, Secretary, Treasurer, Safety Officer and Field Maintenance Officer. The office of President shall be filled. Such of the preceding offices may also be filled as the Elected Officers deem necessary, advisable or prudent for the ensuing year. One individual may serve in more than one office.

#### 4.6 **Duties of Officers**

A. **The President.** The President shall preside at all meetings of the Club membership and function as chairman at the Board meetings. The President shall perform such other duties as are incident to his/ her office or are properly required of him/her by the Board. A vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice-President shall be filled by majority vote of the Elected Officers.

B. **The Vice President.** The Vice President shall exercise the authority and assume the duties of the President in his/her absence and shall perform such other duties as may be assigned to him/her by the President or by the Board.

C. **The Treasurer.** The Treasurer shall manage and maintain records that will account for funds received (initiation fees/dues) and funds expended. The Treasurer will also function as the membership coordinator. The Treasurer will coordinate Club affairs with the AMA. The Treasurer shall collect and receive all monies due or belonging to the Corporation. He/ she shall deposit the same in a bank designated by the Board in the name of the Corporation. His/her books shall at all times be open to inspection by the Board and he shall report to them at every meeting the condition of the Corporation's finances and every item of receipt or payment not before reported; and at the annual membership meeting he/she shall render an account of all monies received and expended during the previous fiscal year. There shall be an audit of books as directed by the Board

D. **The Secretary.** The Secretary shall manage and maintain records of Club meetings, Board decisions and official correspondence. The Secretary shall be responsible for recording the minutes of the membership and Board meetings and maintaining such other records as may be required of him/her by the President or the Board. He/she shall have charge of the correspondence, notify members of meetings, notify officers and directors of their election to office, keep a roll of the members with their addresses, and carry out such other duties incident to his/her office as the President may request or the Board assign.

E. **The Safety Officer.** The Safety Officer shall advise the Board and membership on safety issues impacting members and operations at the flying site(s). The Safety Officer will conduct random reviews of flight activity and prepare and post emergency information at the flying site(s). The Safety Officer shall carry out such other duties incident to his/her office as the President may request or the Board assign.

**F. The Field Maintenance Officer.** The Field Maintenance Officer will prepare a field maintenance plan and organize activities for completion. He/she will advise the Board of the status, plans and problems relating to the field environment and carry out such other duties incident to his/her office as the President may request or the Board assign.

#### **4.7 Appointed Board Members.**

The Appointed Chairmen and Appointed Advisors (collectively, the “Appointed Board Members”) are appointed by a majority vote of the Elected Directors at a meeting of the Board at which a quorum is present in order to fill special assignments. The Appointed Board Members include the committee chairmen, program chairmen and/or special advisors who may be appointed to fulfill such specific roles as Membership Chairman, Web Master/Communications Chairman, Special Advisors or other special purpose leadership roles. Appointed Board Members shall serve for a term of one (1) year which shall commence on the date of their appointment. The duties of each Appointed Board Member will be defined when appointed. Appointed Board Members are non-voting members of the Board of Directors.

#### **4.8 Vacancies**

Any Board member may resign by delivering written notice to the Club’s Secretary or such other Board member as may be designated by the Board. Any vacancies occurring on the Board, including vacancies in Elected Director positions, prior to expiration of the Board member’s term of office on the Board, shall be filled for the unexpired term of office by a vote of the remaining Elected Directors at the first regular meeting of the Board following the creation of such vacancy, or at a special Board meeting called for that purpose. Section 4.6(A) above shall govern the succession of offices in the event a vacancy on the Board causes a vacancy in the offices of President or Vice-President.

#### **4.9 Removal**

The Elected Directors may remove any Appointed Board Member for any or no cause by a two-thirds (2/3) vote of those Elected Directors present at a Board meeting at which there is a quorum. Any Elected Director may be removed from the Board for cause by a two-thirds (2/3) vote of those Regular Members present at a Club membership meeting called for the purpose of removing the Elected Director at which a quorum is present. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Elected Director.

## **ARTICLE V: Board Meetings**

#### **5.1 Regular Meetings**

Regular Meetings of the Board of Directors may be held monthly on the 1<sup>st</sup> Thursday of each month at Camp William B. Snyder in Haymarket, Virginia, or at some other time, date and location as determined by the Board. Written notice of each such meeting shall be mailed or sent by a form of electronic transmission in compliance with the Act to such address as the Director to whom the notice is to be sent has consented to in writing by the Secretary at least five (5) days prior to the date of the meeting. Regular Meetings shall be convened by the current President or other designated officer. In unusual circumstances where no other

officer is available, the President shall designate a Board Member to preside at the meeting. Except as otherwise reasonably determined by the Board of Directors, Members may attend the Regular Meetings of the Board.

## 5.2 **Special Meetings**

Special meetings of the Board may be called by the President, and shall be called by the Secretary upon the receipt of a written request signed by at least fifty percent (50%) of the voting members of the Board. Written notice of such meeting shall be mailed or sent by a form of electronic transmission in compliance with the Act to such address as the Director to whom the notice is to be sent has consented to in writing by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat. Special Board meetings shall be convened and presided in the same fashion as Regular Meetings as set forth in Section 5.1 above.

## 5.3 **Quorum**

A quorum for a meeting of the Board shall be a majority of the Elected Directors. Board members may participate in the meeting, or conduct the meeting, through the use of any means of communication by which all Board members may simultaneously hear each other during the meeting. A Board member participating in a meeting by such means shall be deemed to be present in person at the meeting.

# **ARTICLE VI: Record Keeping**

6.1 The Secretary will exercise due diligence to maintain accurate records of Club business, to be kept at the residence of the Secretary then in office unless otherwise determined by the Board. Said records shall be made available to Members pursuant to Section 13.1-933 and all other related provisions of the Act.

6.2 Minutes of all Board and Member meetings will be available for inspection at the locus for maintaining corporate records or, at the direction of the Board, may be forwarded to Members by the Secretary via email.

# **ARTICLE VII: Miscellaneous Provisions**

7.1 **Robert's Rules:** Robert's Rules of Order (effective edition) will guide parliamentary procedures.

7.2 **Fiscal Year:** The Club's fiscal year will be from 1 January to 31 December each year, or as otherwise determined by the Board.

## 7.3 **Fees**

A. All new Regular Members shall pay an initiation fee as determined from time to time by the Board. Junior Members who apply for Regular Membership with 90 days of their 19<sup>th</sup> birthday shall not be required to pay an initiation fee.

B. Initial membership dues (“Initiation Fee”) and annual membership renewal (the “Annual Dues”) will be as determined from time to time by the Board.

C. Current Regular Members shall pay the Annual Dues by 28 February of each fiscal year or an Initiation Fee will be charged to that Regular Member.

D. If a Regular Member joins after 1 September, the dues shall be one half (½) of the then-applicable Annual Dues. The full Initiation Fee still applies.

E. If a Regular Member joins after 1 December and pays the full then-applicable Annual Dues, the dues paid shall cover their membership through 31 December of the following year.

**7.4 Dissolution of the Club:** The duration of the Club is perpetual. The Corporation may be dissolved at any time by action of the Board of Directors acting in compliance with state laws and procedures. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any Member, but after payment of all lawful debts of the Corporation, its property and assets shall be given to an organization of the kind described in Section 501 of the Internal Revenue Code of 1954, such organization or organizations to be selected as provided in the Articles of Incorporation.

## **ARTICLE VIII: AMENDMENTS**

8.1 The Club Secretary will maintain the master copy of the Club By-laws, Rules and Regulations and Handbook. The Secretary will record, date and initial all amendments approved by the Club membership or the Board of Directors, as applicable.

8.2 The Articles of Incorporation may be amended or repealed in accordance with the Act and the Articles of Incorporation.

8.3 Subject to then-applicable provisions of the Act, the Articles of Incorporation and these By-laws, any provision of these By-laws, other than those provisions regarding Member rights and manner of election of the Board, may be amended or repealed by a two-thirds (2/3) vote of the Elected Directors at any Board meeting at which a quorum is present without Member vote; all other provisions regarding Member rights and manner of election of members of the Board of Directors may be amended or repealed by a two-thirds (2/3) vote of the Regular Members at a meeting where a quorum is present. Notwithstanding the foregoing, the Board shall be entitled to amend these By-Laws to eliminate the Junior Member and/or the Honorary Member classes of membership without Member vote.

## **ARTICLE IX: Compliance**

9.1 All Members and guests of Members must abide by the Articles of Incorporation, these By-laws and the Club Rules and Regulations.

## CERTIFICATION

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Prince William County Radio Control Flyers, Inc. and that the foregoing By-laws were duly modified by the Board of Directors on 20 March 2008. The following changes were made:

Article III, Section 3.1, Paragraph B. Junior Member Qualifications and Voting Rights (page 2)

Junior Members are those individuals who (i) are an immediate family member (son or daughter) of a Regular Member in good standing with the PWCRCF, (ii) are under the age of ~~sixteen (16)~~ *nineteen (19)* years, (iii) have a current AMA membership card, ~~and~~ (iv) have completed and signed a Membership Agreement *and (v) must have paid annual dues as applicable.* ~~There are no dues requirements for Junior Members.~~ Junior Members do not have voting rights.

Article V, Section 5.1 Regular Meetings (page 6)

Regular Meetings of the Board of Directors may be held monthly on the ~~3rd~~ *1<sup>st</sup>* Thursday of each month at Camp William B. Snyder in Haymarket, Virginia, or at some other time, date and location as determined by the Board.

Article VII, Section 7.3 Fees

Paragraph A. (page 7)

All new Regular Members shall pay an initiation fee as determined from time to time by the Board. Junior Members who apply for Regular Membership within 90 days of their ~~16<sup>th</sup>~~ *19<sup>th</sup>* birthday shall not be required to pay an initiation fee.

Paragraph C. (page 8)

Current Regular Members shall pay the Annual Dues by ~~31 January~~ *28 February* of each fiscal year or an Initiation Fee will be charged to that Regular Member.

Paragraph D. (page 8)

If a Regular Member joins after ~~1 August~~, *1 September* the dues shall be one half ( $\frac{1}{2}$ ) of the then-applicable Annual Dues. The full Initiation Fee still applies.

Paragraph E. (page 8)

If a Regular Member joins after ~~1 November~~ *1 December* and pays the full then-applicable Annual Dues, the dues paid shall cover their membership through 31 December of the following year.



[SEAL]

Name: Dennis A. Smith, Secretary

Date: April 17, 2008