

FLYING DUTCHMEN

CLUB BYLAWS

ARTICLE 1: DUTIES

1. Board of Directors: the management of the affairs of the Club shall be vested in the Board of Directors who shall have the authority to establish and administer its policies. Official decisions may be made by a two-thirds (2/3) majority mail vote or by a quorum at a Board of Director meeting. A quorum shall consist of at least 50% of the current Board members. Official decisions shall be consistent with the stated purposes and objectives of the Academy of Model Aeronautics (AMA) as set forth in its Bylaws and, where those Bylaws are not specific, vested in the sound discretion of the Board of Directors.
 - (a) The initial number of directors of the Corporation shall be four (4). A variable range of board consisting of a minimum of two (2) directors and a maximum of four (4) directors is hereby established. The number of directors may be changed from the initial number of directors to a number within the range herein established by resolution of the board of directors. In the absence of a resolution of the board of directors fixing the number of directors, the number shall be the number herein specified for the initial board of directors.
 - (b) Unless otherwise determined by the president or the board of directors, the board of directors shall meet each year immediately after the annual meeting of the shareholders and after each meeting of the club at the place where such meeting of the shareholders and/or club has been held, for the purpose of election of officers and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting or the monthly club meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the board of directors specifically called in the manner provided in Section (c) of this Article.
 - (c) Regular meetings of the board of directors may be held, without notice, at such time as may from time to time be fixed by resolution of the board of directors. Notice of the date, time, and place of such special meeting shall be sent by the secretary to each director at his or her residence or usual place of business by letter, telegram, telex, telecopy, or other document transmitted electronically at such time that, in regular course, such notice would reach such place no later than during the second

preceding day. Such meetings may be held at any place within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

(d) A director may waive notice required hereunder or under law either before or after the date and time stated in the notice. Except as hereinafter provided, the waiver must be in writing, signed by the director, and filed with the minutes or corporate records. For purpose of this section, a waiver granted by telegram, telex, telecopy, or other document transmitted electronically by a director shall be deemed "signed by the director." A director's attendance at or participation in a meeting waives any required notice unless the director, at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting, or to the transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

2. President: The President shall preside at all meetings of the Club and shall act as a spokesperson in all matters pertaining to it.
3. Vice-President: The Vice-President shall act for the President when he/she is unable to serve, and is to maintain an accurate record (including place of storage) of all Club assets.
4. Secretary: The Secretary shall record minutes of each Club meeting and handle all correspondence pertaining to Club activities. He/she will also be the Club's contact person with AMA in case of questions, problems or situations.
5. Treasurer: The Treasurer shall collect all moneys due and shall keep a record of moneys disbursed by the Club.
6. Field Marshall: The Field Marshall shall be responsible for establishing mowing crews and mowing equipment maintenance crews. He/She is to ensure that the field is properly maintained and recommend improvement/changes are carried out when authorized.
7. Safety Committee Chairman/Safety Officer¹: The Safety Committee Chairman/Safety Officer shall be responsible for chairing the safety committee and ensuring existing safety rules are enforced. This includes processing the grievance forms and following the existing grievance procedure documented in the by-laws.

I The same person who has the position as Field Marshall can also hold this position

ARTICLE 2: AUDIT

1. The President or his appointees will make a periodic audit of the Treasurer's books.

ARTICLE 3: TERMS OF OFFICE, NOMINATIONS ELECTIONS

1. All elected officers of the Club shall serve for one (1) year date of election. Officers are to be elected by a vote of simple majority of those present at the regular meeting in the month of November. Mail-in ballots will be made available for those members who have voting rights but cannot attend the meeting. Those ballots, returned by mail before the next meeting, will be counted as if those persons were present at the meeting. New officers will take office immediately after the November meeting. Personnel will be appointed by the elected officers and confirmed by a simple majority vote of those members present during a regular meeting: i.e. Newsletter Editor, Contest Director, etc.
2. Nomination of Club officers shall be made at the general membership meeting during the month of October. Nominations for office may be made by any active Club member holding voting rights, either in person or by submitting a proxy nomination to an existing officer. All known nominations for office will be published in the newsletter prior to the election.
3. A secret ballot is required for elections, for removal of a Club officer, a member of the Board of Directors, and for expulsion of a member from the Club unless waived by a simple majority vote of the members present at the meeting.

ARTICLE 4: VACANCIES

1. Vacancies in any office shall be filled by appointment by the remaining officers, such appointee to serve until the end of the term for which is predecessor was elected.

ARTICLE 5: COMMITTEES

1. The committees of the Club shall be appointment by the President and may be approved by a simple majority vote of the members present at a meeting (if a vote is requested), to serve throughout the term, or less, of his tenure of office. Standing Committees are the Safety Committee and the Field Maintenance Committee.

ARTICLE 6: MEETINGS

1. Regular meetings shall be held at a time and place designated by the Club officers and published in the Club newsletter.
2. Club officers may call special meetings with no less than five days prior written notice of a special meeting. The purpose of the special meeting shall be stated in the written notice.
3. At any Club meeting a simple majority shall be over 50% of the members voting at the meeting.
4. Any member of the Club may initiate a formal request for action by the Board of Directors by submitting a written proposal to the President. The proposal shall include a written description of the nature, type, and extent of the Board action recommended. The President of the Board shall forward copies of the proposal to other members of the Board of Directors for their consideration. Either the President, or any other Board member, may have the matter placed upon the working agenda of the next Club meeting.

ARTICLE 7: DUES AND MEMBERSHIP

1. The annual dues to be paid to the Club shall be determined by the Club officers with the approval of a simple majority vote. Dues are non-refundable, except under extraordinary circumstances, which will be determined by the Board of Directors on a case-by-case basis. Dues are to be paid no later than the March Club meeting.
2. No special assessment shall be levied upon the Club membership, unless it is approved by a vote of two-thirds (2/3) majority of the members present at the regular monthly meeting, and the members have been given five (5) days prior notice along with an explanation of the assessment.
3. New members who join in October through December will pay dues of

\$20.00. This will cover the membership dues until the end of the following year.

4. A member shall be in arrears and shall not be considered active if his/her dues have not been paid as provided in Article 7, Section 1. Any member who allows their membership to lapse beyond March 1 of any year shall be considered a new member when renewing their membership and will not be given preference over any other applicant should a membership waiting list be in existence.
5. Types of membership and limits on the total number of members shall be determined by the Club officers and approved by a vote of two-thirds (2/3) majority of the members present at the meeting.

ARTICLE 8: MEMBER STANDING

1. All persons shall be eligible for membership, and shall agree to abide by the Club's bylaws, and those of the AMA.
2. The membership shall be divided into the following categories:
 - a. Full Member: Is sixteen (16) years old or older and has full privileges and voting rights. Dues: Full Member rate plus AMA Membership
 - b. Family Membership: Includes all flying members of the immediate family (spouse and children). They have full privileges and voting rights. Dues: One (1) Full Membership plus AMA Membership for each flying member. Junior members must have AMA membership to vote. Children are included until their 19th birthday and from their 19th birthday until their 25th birthday, provided they remain continuously dependent upon their parents for their principal support.
3. Flying members will be required to hold and maintain a license issued by the AMA. All first-time flying members applicants, as well as present flying members seeking membership renewal, must show proof of membership in the AMA. Non-flying and Associate Members do not require AMA membership.
4. Any member receiving a safety Grievance as stated in Article 16, who is involved in non-flying violations, or who has key information of a non-flying violation and withholds it from the Board of Directors, may at the Board of Directors discretion be placed on probation for one (1) year regardless of his or her tenure in the Club.

ARTICLE 9: RESIGNATION, TERMINATION, DISCIPLINARY ACTION, EXPULSION AND REINSTATEMENT OF MEMBERSHIP

1. Any member in good standing may resign his/her membership by giving written notice to the Club.
2. If any member ceases to have the qualification necessary for membership in the AMA, his/her membership in the Club shall thereby terminate, subject to reinstatement upon restoration of eligibility.
3. This article provides for enforcement of the Safety Rules that are related to flying activities. Any other unacceptable behavior by an individual member or members, as may be determined by the Board of Directors. Any individual may be expelled from membership from the Club by a two-thirds (2/3) majority vote of the Board of Directors 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 Articles of Incorporation and Bylaws, or the Rules of the AMA, or which is detrimental to the Club, the AMA, or to model aviation.
4. Any member who is expelled from membership may be reinstated to membership only by two-thirds (2/3) majority vote of the Board of Directors.
5. The Board of Directors shall have the discretionary authority to provide for and to impose disciplinary action for such acts or omissions, which do not justify expulsion from membership.

ARTICLE 10: AMENDMENTS

1. Amendments may be made to the Constitution and these bylaws at any general meeting of the Club membership, provided the members shall have been notified in writing at least five (5) days in advance that the amendments are to be considered. Copies of the proposed amendments shall be provided to all members as part of the notification. Amendments shall be approved by no less than a two-third (2/3) majority vote of the members present, at the regular monthly meeting. Mail-in ballots will be made available for those Full members who cannot attend the meeting. Those ballots, returned by mail before the next meeting, will be counted as if those persons were present at the meeting.

ARTICLE 11: SPECIAL FUNDS

1. The Treasurer of the Club is authorized to receive contributions or specially obtained funds from any individual or institution, to be applied to the operating expenses of the Club.

ARTICLE 12: DURATION

1. The duration of this Club shall be perpetual.

ARTICLE 13: DISSOLUTION

1. The Corporation may be dissolved with the approval of a two-thirds (2/3)-majority vote of the total membership.
2. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation held exclusively for the purposes of the Corporation, to the Academy of Model Aeronautics, Inc., or to such other organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to such other organization with purposes similar to the purposes of this Corporation, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas (or similar court) of the county in which the principal office of this Corporation is then located, exclusively for such purposes and to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14: INCORPORATION

1. The incorporation of this membership shall require that a minimum of three (3) of the four (4) elected officers to serve as officers and directors of the Corporation.

ARTICLE 15: LOGO

1. The official Club logo shall be (see attached Exhibit B).

ARTICLE 16: GRIEVANCE PROCEDURE (FLIGHT AND GROUND SAFETY RULES)

1. Purpose

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 Safety Committee for its consideration by means of a Grievance Form to be filled out and turned into the Safety Committee Chairman. At least one witness is required to sign the Grievance Form (Exhibit A).

2. Safety Committee

The Safety Committee shall use its judgment in carrying out action on the following:

(a) A grievance form (Exhibit A) will be filled out and turned into the Safety Committee Chairman. At least one witness is required.

(b) FIRST VIOLATION

- a. Viewpoints of both complainants and accused will be considered.
- b. Complainant's name will be disclosed.
- c. A verbal reprimand will be given to the accused by the Safety Committee, and this will be recorded in the Committee files.

(c) SECOND VIOLATION

- a. Complainant's name will be disclosed.
- b. The accused has the right to a written rebuttal, to be reviewed by the Committee.
- c. If the Committee so decides, the flying 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.

(d) THIRD VIOLATION

- a. Committee 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.
- b. Said expulsion will last for a one-year minimum. (Longer if

deemed necessary by the Board of Directors).

- c. A member may be expelled from the Club only upon a two-thirds (2/3) majority vote of the membership present at the meeting.
- d. 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.
- (e) Discipline for second and/or third violations will not be enforced unless violations are accumulated within a two year period of time.
- (f) 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.

ARTICLE 17. IDENTIFICATION:

- 1. The name of the corporation shall be Flying Dutchmen, Inc. (hereinafter referred to as the "Corporation" or the "Club").
- 2. The Corporation shall have a corporate seal which shall be as follows: A circular disc, on the outer margin of which shall appear the corporate name and State of Incorporation, with the words "Corporate Seal" through the center, so mounted that it may be used to impress these words in raised letters upon paper. The Secretary shall be in charge of the seal.
- 3. The fiscal year of the corporation shall begin at the beginning of the first day of January and end at the close of the last day of December next succeeding.

ARTICLE 18 CAPITAL STOCK

- 1. The authorized shares of the Corporation shall be One Thousand (1,000) shares and all shares shall be of one class.
- 2. Subject to the provisions of the Articles of Incorporation, the consideration for the issuance of shares of the capital stock of the corporation may be paid, in whole or in part, in money, in other

property, tangible or intangible, or in labor actually performed for, or services actually rendered to, the corporation; provided, however, that the part of the surplus of a corporation which is transferred to capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for the issuance of such shares.

When payment of the consideration for which a share was authorized to be issued shall have been received by the corporation, or when surplus shall have been transferred to capital upon the issuance of a share dividend, such share shall be declared and taken to be fully paid and not liable to any further call or assessment, and the holder thereof shall not be liable for any further payment thereon. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such property, labor or services received as consideration, or the value placed by the Board of Directors upon the corporate assets in the event of a share dividend shall be conclusive. Promissory notes or future services shall not be accepted in payment or part payment of any of the capital stock of the corporation.

3. The board of directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contract for services to be performed, or other securities of the Corporation. If shares are authorized to be issued for promissory notes or for promises to render services in the future, the Corporation must comply with the notice requirements of Indiana Code 23-1-53-2(b). The Board of Directors shall cause the corporation to issue the capital stock of the corporation for such consideration as has been fixed by such board in accordance with the provisions of the Articles of Incorporation.

4. Certificate for Shares form of Certificates:

- (a) Certificates for shares of the Corporation shall be issued to a subscriber by the secretary of the Corporation when proper consideration has been paid therefor. Each certificate shall be in such form as required by Indiana Code 23-1-26-6, and as the board of directors may prescribe from time to time.

- (b) If the corporation issues more than one class, every certificate

issued shall state the kind and class of shares represented thereby, and the relative rights, interests, preferences, and restrictions of such class, or a summary thereof.

5. The shares of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate or certificates representing the same, properly endorsed by the register holder or by his duly authorized attorney or agent. Such transfer shall occur only:

(a) By delivery of the certificate endorsed either in blank or to a specific person by the person appearing by the certificate to be the owner of the shares represented thereby; or

(b) By delivery of the certificate and a separate document containing a written assignment of the certificate or a power of attorney to sell, assign, or transfer the same or the shares represented thereby, signed by the person appearing by the certificate to be the owner of the shares represented thereby. Such assignment or power of attorney may be either in blank or to a specific person.

6. The Corporation may issue a new certificate for shares of stock in the place of any certificate theretofore issued and alleged to have been lost, stolen, or destroyed, but the board of directors may require the registered holder of the shares represented by such lost, stolen or destroyed certificate, or the holder's legal representative to furnish an affidavit as to such loss, theft, or destruction, and to give a bond in such form and substance, and with such surety or sureties, with fixed or open penalty, as it may direct or indemnify the Corporation against any claim that may be made on account of the alleged loss, theft, or destruction of such certificate. A new certificate may be issued without requiring any bond when, in the judgment of the board of directors, it is not imprudent to do so.

7. The transfer books shall be closed for a period of ten days prior to the date set for any meeting of shareholders, and during such period no new certificate of stock shall be issued by this corporation and no change or transfer shall be made upon the records thereof.

Club Grievance Form

Date: _____

Time: _____

Nature of Violation:



Signature: _____

Witness: _____

Comments by additional Complainants (not required):

Signature Additional Complainants (not required unless comment section completed):