

# F A R M

## Fauquier Aero Recreation Modelers – AMA #1654

### BYLAWS (as of 26 February 2008) OF

### FAUQUIER AERO RECREATION MODELERS, INC.

#### 1. OFFICES

1.1 The principle office of the Corporation shall be located at Route 2, Box 140-D, Warrenton, VA. The Corporation may have such other offices, both within and without the Commonwealth of Virginia as the Board of Directors may determine from time to time.

1.2 The Corporation shall have and continuously maintain a registered office and a registered agent located in the Commonwealth of Virginia. The registered office and the registered agent may be changed by the Board of Directors at anytime and from time to time.

#### 2. MEMBERSHIP

2.1 Members. As provided in the Articles of Incorporation, the Corporation shall have three classes of memberships. They shall be the Active Members (Senior, Junior, Life, and Regular), the Associate Members, and the Honorary Members. All Active Members will have full voting rights.

##### (A) Active Members Qualifications and Voting Rights.

Active members shall hold a valid Academy of Model Aeronautics (AMA) membership and satisfy all corporation qualifications as stated in these bylaws. Directors shall be elected by majority vote of the Active Members at the Annual Meeting of the Members. Active Members shall be entitled to vote, one vote per Active Member, on the election of Directors.

##### (B) Associate Members Qualifications and Voting Rights.

Associate members who desire to support the club but have not obtained membership in the Academy of Model Aeronautics (AMA). Associated members have no voting rights. To become an Active Member, an associate member must meet the requirements of Article 2.1(A) of these bylaws.

##### (C) Honorary Members Qualifications and Voting Rights.

Any person who has made a substantial contribution to the corporation or model aviation. Honorary Members may only be appointed by written invitation from the Board of Directors. Honorary members have no voting rights.

2.2 Termination of Membership. Members who exhibit careless or unsportsmanlike conduct at the flying site shall be reported in writing to the President. Upon receipt of such a report, the club officers shall meet within seven (7) days and take whatever action they deem appropriate. Disciplinary action may be a fine, suspended membership, or suspension of flying privileges for a specified period of time. The Board of Directors may terminate the membership of any member, whether Active, Associate or Honorary, by a majority vote of all the Directors. Termination of

Active Members shall be on written notice in accordance with subsection 3.4 below. Termination of Associate and Honorary Members shall be in writing and shall be sufficient if sent to the address of the Associated or Honorary Member as it appears on the records of the Corporation.

2.3 Resignation of Membership. Any member may resign his or her membership by providing the Corporation written notice to that effect. Failure to submit such notice, however, shall not affect the validity of such intended resignation.

2.4 Transferability of Membership. Membership in the Corporation, whether Regular or Honorary, is not transferable.

2.5 Initiation Fee. All new members shall pay an initiation fee of \$40.00.

2.6 Annual Renewal of Membership and Payment of Fees.

(A) All membership applications shall include a copy of the current AMA membership card. All membership renewals, with the exception of AMA Life members, shall include a copy of the renewed (next year's) AMA membership card.

(B) Annual dues shall be as follows:

(1) Active members, \$50.00

(2) Junior Active members (those who will not reach their 20th birthday during the calendar year), \$25.00.

(3) Senior Active members (those who are or will be at least 65 years of age during the calendar year), \$25.00.

(4) Associate members, donation.

(C) Membership shall be renewed by 1 January of each year.

(1) A grace period ending 30 January will be allowed for current members. If a member renews their membership past 30 January and before 1 March, then that member will have to pay the Corporation initiation fee in addition to annual dues.

(D) If a member joins on or after 1 July, dues shall be one half (1/2) of the above stated dues. The full initiation fee still applies.

### 3. MEETINGS OF MEMBERS

3.1 Annual Meetings. The Annual Meeting of the Members will be held in December of each year to correspond with the Corporation's fiscal year end, for the purpose of electing directors. The Annual Meeting of Members may/may not include Associate and Honorary Members. The Active Members, and they alone, shall elect the Board of Directors by majority vote at the Annual Meeting of Members. Written notice of the Annual Meeting is required in accordance with subsection 3.3 below.

3.2 Special Meetings of Members. The Chairperson of the Board of Directors, the President, or the Board of Directors may call a special meeting of Active Members at any time provided that such members are notified as required in subsection 3.3 below. The purpose of the meeting shall be stated in the Notice of Meeting. No other business than that stated in the Notice of Meeting

shall be transacted at any such special meeting.

3.3 Notice of Meetings of Members. Written notice stating the place, day, and hour of any annual and special meeting of members and, in the case of a special meeting, the purpose or purposes for which it is called, shall be delivered, either personally or by mail, to each member no less than ten (10) nor more than sixty (60) days prior to such meeting. Notice of a members' meeting to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of assets pursuant to Section 13.1-900 of the Code of Virginia, as amended, or the dissolution of the Corporation shall be given only to Active Members not less than twenty-five (25) nor more than sixty (60) days before the meeting.

3.4 Waiver of Notice. A member may waive any notice required by these bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, signed by the member entitled to such notice, and attached to the minutes of the meeting.

3.5 Quorum. There shall be no requirement for a quorum at Member's meetings.

3.6 Members' List for Meeting. At least ten days before each members' meeting an office of the Corporation have charge of the records of the Corporation shall make a complete list of the members, with the address of each. And said list shall indicate which members are entitled to vote. Such list shall be subject to inspection by any member before and during the meeting.

3.7 Action Without Meeting. Action required or permitted by these bylaws to be taken at a meeting may be taken without a meeting if the action is taken by all of the Active Members entitled to vote on the action. The action shall be evidenced by one or more written consents describing the action taken, signed by all of the Active Members entitled to vote on the action, and delivered by the Secretary of the Corporation. A consent signed under this section has the effect of a unanimous vote.

3.8 Proxies. A member entitled to vote may vote by proxy executed in writing by such member or by his or her duly authorized attorney-in-fact. Such proxy becomes effective when received by the Secretary of the Corporation. No proxy shall be valid after eleven months from the date of its execution.

#### 4. BOARD OF DIRECTORS

4.1 General Powers of the Board of Directors. In accordance with Section 13.1-853 of the Code of Virginia, as amended, the Board of Directors shall have exclusive and full control and management of the affairs, business and property of the Corporation.

4.2 Number, Election, and Term of Directors. There shall be at least one (1) and not more than seven (7) Directors on the Board of Directors. The Directors shall be elected at the Annual Meeting of Members by majority vote of the Active Members. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, and when possible, two (2) active past presidents who have most recently held office as president and are willing to serve, and when possible, one (1) or more other active club members. Each such Director shall serve for a term of one (1) year and until his or her successor has been duly elected and has been qualified, unless he or she sooner dies, resigns or is removed. No person may serve on the Board of Directors in any capacity during a period of suspended membership.

The Board of Directors, subject to a majority vote of the Active Members, may also appoint additional Directors. Such additional Directors shall similarly serve for a term of one (1) year, and such additional Directors are subject to all of the terms of these bylaws. On expiration of their term, however, the Board of Directors has no obligation to reappoint such additional Directors and may then terminate any or all those positions.

4.3 Chairperson. The Board of Directors may elect a Chairperson of the Board of Directors by a majority vote of the Directors. The Chairperson may vote on his or her election and on any other matter that comes before the Board of Directors.

4.4 Removal of Directors. Except as otherwise provided herein, any Director may be removed, subject to majority vote of the Active Members, with or without cause, at a Special Meeting of the Members called especially for that purpose. Any director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or hand delivery of the meeting, and such notice shall state that the purpose or one of the purposes of the meeting is removal of a Director. Such notice shall be sufficient if sent to the address of the Director as it appears on the records of the Corporation.

4.5 Resignation of Directors. A director may resign at any time by delivering written notice to the Board of Directors, its Chairperson, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specified has a later effective date. Failure to submit such notice, however, shall not affect the validity of such intended resignation.

4.6 Compensation. Each Director shall be entitled to receive for attendance at each meeting of the Board or of any duly constituted committee thereof reimbursement of expenses, and such fee or stated salary as is fixed by the Board. No payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

## 5. MEETINGS OF THE BOARD OF DIRECTORS

5.1 Annual Meeting of the Board of Directors. The Board of Directors shall hold its Annual Meeting immediately after and at the same place as the Annual Meeting of Active Members. The purposes of the Annual Meeting shall be to elect officers, review the operations of the Corporation and the annual fiscal report, and any other business that may come before the meeting.

5.2 Regular Meetings of the Board of Directors. In addition to the Annual Meeting of the Board of Directors above, the Board of Directors shall have other regular meetings at a time and place to be selected by the Directors. No notice is required for these meetings.

5.3 Special Meetings of the Board of Directors. The Chairperson of the Board of Directors may call a special meeting at any time provided that each Director is duly notified as required in Subsection 5.4 below. The notice need not state the purpose of the meeting.

5.4 Notice of Meetings of the Board of Directors. Written or oral notice stating the place, day, and hour of the Annual Meeting and any special meeting of the Board of Directors shall be delivered at least three (3) days prior to such meeting, either personally or by mail, to each Director at his or her last known residence or usual place of business as shown on the books and records of the Corporation.

5.5 Waiver of Notice. Any Director may waive any notice required by these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, signed and dated by the member entitled to such notice, and attached to the minutes of the meeting.

5.6 Quorum. At all meetings of the Board of Directors, a majority of all the Directors shall constitute a quorum for the transaction of business, and the action of a majority of the Directors present shall be the actions of the Board of Directors. If a quorum should not be present at any meeting of the Board of Directors, then the Directors present there at may, by a majority vote, adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present.

5.7 Vacancies. In the case of a vacancy, either the members or the Board of Directors may by majority vote fill the vacancy. If the vacant office was held by a Director elected by a voting group of the members, only the members of that voting group are entitled to vote to fill the vacancy.

5.8 Absence from Meetings. Any Director who shall be absent from three (3) consecutive meetings without explanation and who is not absent by reason of rendering service to the Corporation may be removed as a Director for cause at either the Annual Meeting of Directors or a Special Meeting of the Board of Directors and by vote of the majority of the remaining Directors on the Board of Directors.

5.9 Action by Directors Without a Meeting. Any action required by applicable law to be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action, shall be signed either before or after such action by all the Directors. Such consent shall have the same force and effect as a unanimous vote.

5.10 Proxies. A Director entitled to vote may vote by proxy executed in writing by such member or by his or her duly authorized attorney-in-fact. Such proxy becomes effective when received by the Secretary of the Corporation. No proxy shall be valid after eleven (11) months from the date of its execution.

## 6. OFFICERS

6.1 Number, Election, and Term of Officers. The officers of the Corporation shall consist of President, a Vice President, Secretary, and Treasurer, Safety Officer, Member at Large, Field Marshal, and such other officers as may be elected from time to time. Any two or more offices may be held by the same person. The newly elected Directors shall elect the officers from among the new Directors, at the Annual Meeting of the Board of Directors, by majority vote. The term of office shall be for one year and until his or her successor has been duly elected as provided above and has been qualified, unless he or she should sooner die, resign, or be removed.

6.2 Compensation of Officers and Employees. The salaries of all officers, employees and agents of the Corporation may be fixed from time to time by the Board of Directors. It may authorize any committee, or any officer or agent to fix the compensation of subordinate officers and agents. The President is authorized to set the compensation of officers, employees and agents, other than himself or herself. Any such express action by the Board of Directors shall supercede the authority of the President in this regard.

6.3 Removal of Officers. Any officer may be removed with or without cause at any time by a vote of the majority of the Board of Directors should the Board of Directors consider that the best interests of the Corporation would be served thereby.

6.4 Resignation of Officers. Any officer may resign his or her membership by providing the Corporation with written notice to that effect. Failure to submit such notice, however, shall not affect the validity of such intended resignation.

6.5 Vacancies. Any vacancy in any office not provided for elsewhere in these Bylaws may be filled by the affirmative vote of a majority of the Directors, such term to be held until the next Annual Meeting of the Board of Directors.

6.6 President. The President shall be the Chief Executive Officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business affairs, property, and operation of the Corporation.

The President may sign, with any other proper officer of the Corporation, authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed except in cases where the signing and execution thereof has been expressly delegated by the Board of Directors to another agent or officer.

The President shall preside at all meetings of the Board of Directors and of the Executive Committee, as defined below, and shall be an ex-officio member of all committees.

The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.7 Vice President. During the absence or disability of the President, the Vice President of the Corporation shall exercise all functions of the President and shall have all the powers of and be subject to all restrictions on the President. If the office of the President should become vacant, the Vice President of the Corporation shall assume such office until the next Annual Meeting of the Directors.

The Vice President shall be chairman of the flying site committee which shall include three (3) active members appointed by the Vice President, one of which shall be designated the Corporation's safety officer. The committee is responsible for the safe operation and maintenance of the flying site.

The Vice President shall serve as parliamentarian for all official meetings.

6.8 Secretary. The Secretary shall record all the proceedings of the meetings of the Board of Directors and of the Executive Committee in the Notes and Minutes of the Corporation. Such Notes and Minutes shall be retained in a permanent file at the principle office of the Corporation. The Secretary shall cause all notices to be duly given in accordance with the provisions of these Amended Bylaws and as required by applicable law.

In general, the Secretary shall perform all duties incident to the Office of Secretary.

6.9 Treasurer. The Treasurer shall have charge of and be responsible for the funds, securities, receipts, and disbursements of the Corporation.

The Treasurer shall keep, or cause to be kept, all the books of account of all the business and transactions of the Corporation, and shall render to the President or the Board of Directors, whenever requested, a statement of the financial condition of the Corporation and of all

transactions, and shall render a full financial report.

In general, the Treasurer shall perform all duties incident to the office of Treasurer.

## 7. COMMITTEES

7.1 Executive Committee. The Executive Committee shall be composed of the officers of the Corporation and the chairpersons of all committees designated by the Board of Directors. The Executive Committee shall meet prior to each meeting of the Board of Directors for the purposes of reviewing and recommending proposals of the Board of Directors and for setting the agenda for the meeting of the Board of Directors.

7.2 Standing Committees. Each year, the Board of Directors may appoint standing committees to advance the work of the Corporation in such matters as funding, planning, development, budget and finance, personnel, program, and community and public relations.

Such committees shall be subject to the final authority of the Board of Directors. The Board of Directors may also appoint special committees to assist it on particular projects.

7.3 Termination of Committee Person. The Board of Directors may, by majority vote, terminate the appointment of any member to a committee on written notice to that appointee. The Board of Directors may appoint successors to those persons whose services have been terminated.

## 8. AGENTS AND REPRESENTAIVES

The Board of Directors may appoint agents and representatives to the Corporation to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as is consistent with applicable law, the Articles of Incorporation, and these Bylaws.

9. INDEMNIFICATIONThe Corporation may indemnify its Directors, officers, committee members, agents, and employees as allowed by applicable law.

## 10. AMENDMENTS

10.1 Articles of Incorporation. The Corporation may, by resolution and subsequent vote by the members and the Board of Directors, amend its Articles of Incorporation.

10.2 Bylaws. The Corporation may amend its Bylaws by resolution and subsequent majority vote of the Board of Directors, and after the proposed amendment has been read at the previous meeting and published in the corporation newsletter. No changes shall be made, however, that conflict with applicable law or the Articles of Incorporation.

## 11. GENERAL PROVISIONS

11.1 Fiscal Year. The fiscal year end of the Corporation shall be December 31, of such other year end as shall be determined by resolution of the Board of Directors.

11.2 Books and Records. The Corporation shall keep correct and complete books and records of

accounts and of its transactions and minutes of the proceedings of its meetings of Members and Board of Directors, and of all committees of Directors, if any.

11.3 Examination of Books and Records. No associate or Honorary Member shall have the right to examine the books, records of account, minutes, documents, or other records of the Corporation.