

ARTICLE I

OFFICES

Principal Office

1.01 The principal office of the corporation in the State of Texas may be located in the County of Dallas, Collin or Denton. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.02 The corporation shall have and continually maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas NonProfit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

Member Standing

2.01 All persons shall be eligible for membership, provided that such person (i) is a member of the Academy of Model Aeronautics (or joins the Academy at the time of becoming a member of the corporation), (ii) possesses an acceptable individual flier's license issued by the Academy, and (iii) Agrees to abide by the Club's bylaws, and those of the AMA. An "acceptable" AMA flier's license shall be considered as any whose standard validity period is no less than one year.

Adult Membership

2.02 The following adult categories apply to those 19 or over as of July 1 of the joining or renewing year:

a. **OPEN (Annual) Membership**

Restrictions: None.

Dues and fees: Pays a one-time initiation fee plus annual dues. Those 65 or over by July 1 of the joining or renewing year may take a 50% deduction in the annual dues.

b. **OPEN (Lifetime) Membership** Restrictions: None.

Dues and fees: Pays a one-time fee and no annual dues. When paying the one-time fee, no credit is due for any prior payments of initiation fees or dues. Those 65 or over by July 1 of the joining or renewing year may take a 50% deduction in the one-time fee. Access fees to special events are waived as described in Article X.

c. **EXTRA Family Membership**

Restrictions: Applies only to an adult who resides in the same household as a current **OPEN** member.

Dues and fees: Pays reduced annual dues and no initiation fee.

d. **PARK PILOT Membership**

Restrictions: Restricted to flying aircraft per the AMA regulations.

Dues and fees: Pays a one-time initiation fee plus annual dues. Those 65 or over by July 1 of the joining or renewing year may take a 50% deduction in the annual dues.

- e. **ASSOCIATE Membership**
Individuals who live greater than 100 miles from Eagle Field shall be eligible. Associate Members are entitled to all benefits of club membership except the right to vote, and they are exempt from the initiation fee. Qualification for associate membership will be determined on a case-by-case basis.

Youth Membership

2.03 The following youth category applies to those under 19 as of July 1 of the joining or renewing year:

- a. **YOUTH Membership**
Restrictions: Non-voting.
Dues and fees: Pays no annual dues and no initiation fee.

Termination of Membership

2.04 Termination of membership may occur under the following rules:

- a. If any member ceases to have the qualification necessary for membership in the AMA, his/her membership in the corporation shall thereby terminate, subject to reinstatement upon restoration of eligibility.
- b. This section provides for enforcement of the Safety Rules that are related to flying activities. Any other unacceptable behavior by an individual member or members, as defined by the Board of Directors, become the responsibility of the Board of Directors as stated in Article XIV of these Bylaws
- c. Any individual may be expelled from membership from the corporation by a two-thirds (2/3) majority vote of the Board of Directors, as laid out in section 14.02, 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 AMA, or which is detrimental to the corporation, the AMA, or to model aviation. 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

Resignation

2.05 Any member in good standing may resign his/her membership by giving written notice to the corporation.

Reinstatement

2.06 Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

2.07 Membership in this corporation is not transferable or assignable.

Number of Members

2.08 The Board of Directors may limit the number of memberships available in the corporation.

ARTICLE III

MEETINGS OF MEMBERS

Regular Meeting

3.01 Regular meetings shall be held at least once each month except the month of December. All policy decisions and official actions of the corporation shall be made and taken at regular meetings by a vote of the members present following recommendation on such matters, if any, by the Board of Directors. The order of business at regular meetings shall include the following:

- a. Meeting called to order
- b. Reading of the minutes of the last regular meeting and meeting of the Board of Directors, if not published, and approved and corrected as necessary
- c. Treasurer's report
- d. Old business
- e. New business
- f. Adjournment
- g. Monthly program

Annual Meeting

3.02 An annual meeting of the members shall be held in December of each year, beginning with the year 1981 for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of the Directors shall not be held on the day designated for the annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meeting

3.03 Special meetings of the members may be called by the President, any three (3) members of the Board of Directors, or ten (10) members in good standing.

Place of Meeting

3.04 The Board of Directors may designate any place within the State of Texas, as the place of meeting of any regular or annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Notice of Meetings

3.05 Written or printed notice stating the place, day and hour of any meeting of members shall be posted on the company website or delivered either by mail or electronic mail, to each member entitled to vote at such meeting, not less than five (5) nor more than twenty (20) days before

the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If notice of a meeting shall be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is delivered to the Internet.

Informal Action by Members

3.06 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.07 Those members present at a regularly scheduled meeting shall constitute a quorum at such meeting.

Proxies

3.08 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Procedure

3.09 Parliamentary procedure shall be ignored with the exception of floor motions, nominations, and voting. Motions made from the floor, seconded, and passed shall be binding only until the end of the calendar year during which said motion is passed.

ARTICLE IV

BOARD OF DIRECTORS

General Powers

4.01 The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure, and Qualification

4.02 The number of Directors shall be six (6), the six Directors being the same individuals elected to the offices of President, Vice President, Secretary, Treasurer, Membership Coordinator, and Field Coordinator. The President shall preside over all meetings of the Board of Directors.

Regular Meetings

4.03 A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately before the regular meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of the additional regular meetings of the Board without further notice than such resolution.

Special Meetings

4.04 Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

4.05 Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or electronic mail to each Director at his addresses as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is delivered to the Internet. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Quorum

4.06 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.07 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Vacancies

4.08 Any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.09 Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular and special meeting of the Board.

Informal Action by Directors

4.10 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE V

OFFICERS

Officers

5.01 The Directors of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Membership Coordinator, and a Field Coordinator. Other officers may be appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

5.02 The Board of Directors of the corporation shall be elected annually by the members in good standing at the December meeting of the members. Nominations for the Directors of the corporation shall be made by a nominating committee appointed by the Board of Directors and shall be announced by the nominating committee at the November meeting. Nominations shall be received from the floor following the report of the nominating committee. Only members in good standing may hold office. If the election of Directors shall not be held at the December meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly appointed and shall have qualified.

Removal

5.03 Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

5.04 A vacancy in any office because of death, resignation, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

President

5.05 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or other proper officer of the corporation only when authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation, and in general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.06 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.07 If required by the Board of Directors, the corporation shall bond the Treasurer for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

5.08 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by each member; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Membership Coordinator

5.09 The Membership Coordinator shall maintain accurate records concerning all members, active and inactive. This includes periodic updating of the AMA roster and reporting current membership count. The Membership Coordinator will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Field Coordinator

5.10 The Field Coordinator shall oversee the maintenance of the club flying sites and equipment, as well as coordinate safety and sound abatement initiatives. The Field Coordinator will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

6.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks and Drafts

6.02 All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or President of the corporation.

Deposits

6.03 All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

6.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

Accounts

- 6.05 NEW FIELD ACCOUNT - The field account shall be a separate account accumulated from member initiation fees, overages from the annual operating budget and other sums as directed by the officers. This account shall be for the exclusive purpose of funding a new field with the loss or potential loss of our existing flying field. It may also be used for reasonable efforts to prevent the loss including loss due to catastrophic damage. It may also be used for expenses related to closing our existing field. It may not be used for improvements, expansion or routine maintenance of our existing field.
- 6.06 FIELD OPERATING ACCOUNT - The Financial Officer shall construct an annual operating budget and submit this budget for membership approval. This budget shall use annual dues and other predicted sources of income to fund. It shall make provision for all expected expenses as well as a appropriate line item for unexpected expenses.
- 6.07 MOTIONS FOR OUTSIDE THE BUDGET ITEMS - Membership approved Motions for items outside the membership approved budget shall require that the Financial Officer determine that sufficient uncommitted funds are available within the approved budget and if the funds are not available shall have the authority to veto the motion. Alternatively, approved motions for items that have a reasonable finance or self-funding plan shall not require Financial Officer approval.

ARTICLE VII

CERTIFICATE OF MEMBERSHIP

Certificates of Membership

7.01 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

Issuance of Certificates

7.02 When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Treasurer, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 7.01 of this Article VII.

ARTICLE VIII

BOOKS AND RECORDS

8.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members or Board of Directors, and shall keep at the registered or

principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

9.01 The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE X

DUES

Annual Dues

10.01 The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the corporation by members; provided, however, all changes in fees and dues must be ratified by the affirmative vote of two-thirds (2/3) of the members present at any regular meeting during which changes in fees and dues are proposed by the Board of Directors. Provided, further, written notice of any changes in fees and dues proposed by the Board of Directors shall be given to the members in accordance with Section 3.05 of Article II.

Payment of Dues

10.02 Dues shall be payable in advance on the 1st day of January in each fiscal year- Members that join or renew between the seventh and tenth months of the fiscal year of the corporation may, by resolution of the Board of Directors, pay prorated annual dues for the remainder of the fiscal year. Members joining or renewing during the eleventh or twelfth month of the fiscal year of the corporation shall pay applicable initiation fees and full annual dues for the ensuing fiscal year of the corporation and will be excused from paying any dues for the eleventh and twelfth month of the current year.

Late Payment Penalty

10.03 The Board of Directors may determine from time to time the amount of late payment penalty, if any, payable to the corporation by members; provided, however, all changes in fees must be ratified by the affirmative vote of two-thirds (2/3) of the members present at any regular meeting during which changes in fees are proposed by the Board of Directors. Provided, further, written notice of any changes in fees proposed by the Board of Directors shall be given to the members in accordance with Section 3.05 of Article III.

Life Member Entitlement

10.04 Life Members are entitled to access all club events at no charge.

Default and Termination of Membership

10.05 All memberships expire at midnight, December 31 of each year unless prior arrangements are made to renew the membership for the ensuing fiscal year of the corporation. All members are required to submit a completed membership application form, proof of AMA membership and applicable dues prior to midnight, December 31 to maintain continued privileges and voting rights

for the ensuing fiscal year of the corporation. Life members pay no annual dues, but must submit a membership application form and proof of AMA membership to maintain flying and voting privileges.

ARTICLE XI

CORPORATE FACILITIES AND EQUIPMENT

11.01 Corporate facilities and equipment shall be held solely for the use of members and their guests.

ARTICLE XII

WAIVER OF NOTICE

12.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENT TO BYLAWS

13.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the members present at any regular meeting or at any special meeting if at least three days' written notice is given of an intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting. Copies of all proposed amendments shall be provided to all Directors and any member who shall request same in advance of the meeting during which said amendments shall be considered.

ARTICLE XIV

GRIEVANCE PROCEDURE (FLIGHT AND GROUND SAFETY RULES)

14.01 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 Board of Directors for its consideration by means of a Grievance Form to be filled out and turned into the Safety Officer. At least one witness is required to sign the Grievance Form.

14.02 Procedure.

Regarding offenses committed by a member, including, but not limited to: safety violations, rules violations (as set forth in Club Rules and AMA rules), personal attacks upon another member or guest's person, property, or the threat of such, the Board of Directors shall use its judgment in carrying out action outlined in the remainder of this section. If a first or second offense is serious enough, as deemed by a 2/3 majority vote of the full Board, suspension or expulsion (per section d, below) is an option in lieu of the outlined procedure.

a. A Grievance Form (example form follows in this section) will be filled out and turned into the Safety Officer, the Board President or Board Vice President. At least one witness, or first-hand proof such as images or video, is required.

b. **FIRST VIOLATION**

(a) Viewpoints of both complainants and accused will be considered by the board.

(b) Complainant's name will be disclosed to the accused.

(c) A verbal reprimand will be given to the accused by the Board of Directors, if the board's finding is that the accused committed the offense(s) he/she is accused-of, and this will be recorded by the Secretary.

c. **SECOND VIOLATION**

(a) Complainant's name will be disclosed to the accused.

(b) The accused has a right to a written rebuttal within ten days of notification of the accusation, to be reviewed by the Board of Directors.

(c) If the Board of Directors so decides, the flying privileges of the accused will be suspended for thirty (30) days. Written notice of this shall be issued to the accused

d. **THIRD VIOLATION**

(a) The Board of Directors may, upon a 2/3 majority of the entire board, vote to expel a member on the third grievance proceeding for the same or closely-related issue(s)

1. In such a case, a special meeting of the general membership will be called within ten business days of the expulsion. The site of the meeting will be Eagle Field, exact date/time will be set by the Secretary.

2. Upon a 2/3 majority vote of a minimum of 30 current members present at the meeting, the expulsion is overturned.

3. A general membership email will be sent three times in the days leading up to the meeting to notify the membership of this meeting.

4. In the case of such a special meeting, the expelled member will not be allowed back to the field until after the vote of the general membership at the special meeting. If the membership does not override the expulsion, the accused remains expelled with no NDRCC privileges.

5. Minutes will be kept of the special meeting with the accused's name redacted.

b) Said expulsion will last for one year, minimum. (Longer if deemed necessary by the Board of Directors)

c) The expelled member may reapply for membership after the expiration of the expulsion time period.

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(d) If expulsion is not imminent, the Board may choose to sanction the accused in other ways, including long-term suspension of flying privileges or field privileges. Written notice of this shall be issued to the accused.

e. RETALIATION

Any member receiving a Grievance, who directs any retaliation action against the person filing said Grievance, will be subject to immediate expulsion from the corporation. This is to include threats, intimidation, physical harm, intentional equipment damage, or any other action deemed to be retaliatory by the Board of Directors.

NORTH DALLAS RC CLUB GRIEVANCE FORM (Revision 0 – March 2002)

Date _____

Time _____

Nature of Violation:

Signature _____

Witness _____

Additional Witnesses (not required)
