

Code of Regulations – April 23, 2011
Highland Lakes Flyers, Incorporated

AMA Chartered Club No. 2317

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ARTICLE I - Name of Organization

The name of this organization shall be "**Highland Lakes Flyers, Incorporated**" referred to hereinafter as "**HLF**." Highland Lakes Flyers, Inc. is chartered club 2317 of the Academy Of Model Aeronautics, referred to hereinafter as "AMA."

ARTICLE II - Purpose and Scope of Organization

Highland Lakes Flyers, Inc. is a not-for-profit corporation established under the laws of the state of Texas. The purpose for which the Corporation is formed is to promote development of model aviation as a recognized sport, worthwhile recreational activity and to allow for social events among its members. This Corporation is organized for pleasure, recreation and other non-profitable purposes, substantially all of the activities of which are for such purposes. The net earning shall not inure to the benefit of any individual.

Where feasible, all documents including HLF's Code of Regulations, safety rules, policies, and procedures shall be posted on HLF's web site.

ARTICLE III - Membership

Section 1 **Any person** interested in activities related to radio controlled model aircraft, regardless of age, sex, race, or creed, shall be eligible for membership in HLF.

Section 2 **Application for membership** shall be made to HLF's Secretary. In the absence of the Secretary, any officer may accept applications in his/her behalf. All applicants must complete HLF's application form and sign a statement agreeing to abide by AMA and HLF rules, regulations, and policies, as well as accepting financial responsibility for injuries and damages caused by accidents for which the individual is determined to be responsible. Applicants age eighteen and younger must have a parent, or legal guardian sign in their behalf.

Section 3 **A requirement of membership** shall be concurrent membership in the Academy of Model Aeronautics. Applicants must provide proof of AMA membership before membership in HLF will be granted. All HLF members must maintain a current AMA membership. A further requirement of membership is agreement to receive all communications via the internet, including email and HLF's Web Site.

Section 4 **Classes of memberships** in HLF shall be **Adult, Junior, Honorary, and Associate**. Criteria for each membership class, with exception of Honorary, shall be proposed by the Executive Board and approved by the membership by voting as prescribed in the Code of Regulations. Membership criteria may be periodically revised as the need arises.

Honorary Membership: Honorary Membership may be conferred on an Adult HLF member only for verifiable, exemplary service to the organization. Honorary members shall be exempt from all dues and fees. Age and health conditions shall not be a consideration. The candidate shall be nominated during a regularly scheduled meeting, with members voting at the next regularly scheduled meeting. The Honorary membership remains in effect for life, providing the individual complies with all applicable HLF rules and regulations, including AMA membership.

Section 5 Only **Adult** and **Honorary** members may hold office, a position on a committee, or vote in HLF business affairs.

Section 6 **Involuntary Termination of Membership:** Membership in HLF may be involuntarily terminated for just cause in the event the Executive Board so decides at an authorized meeting. Just cause may include, but is not limited to, chronic failure to observe HLF's rules and regulations, failure to meet financial obligations, unsafe flying practices, physical intimidation, provocation, chronic use of foul language, racial / sexual jokes or references, and obnoxious or inappropriate behavior. A member who has been terminated involuntarily and wishes to rejoin HLF must wait at least five years from the date of termination before making a one-time-only application for re-instatement. His/her application must be approved by a secret ballot vote as prescribed in Article VIII Section 6-b.

Section 7 **Other Termination of Membership:** Membership shall terminate upon death, resignation, failure to pay dues and fees before prescribed deadlines, and anytime AMA membership lapses.

Section 8 **Communications With Members:** Communications with members shall primarily be conducted verbally in meetings, or electronically via the internet, including email or posting on HLF's Web Site, and secondarily via the U.S. Postal System. It shall be the member's responsibility to provide his / her current email and mailing address to the Secretary and to periodically peruse HLF's Web Site.

ARTICLE IV – Officers and Directors

Section 1 **Officers** and Directors shall be elected from the **Adult** and **Honorary** membership and shall consist of a **President, Vice-President, Secretary, Treasurer, Safety Officer and no less than three or more than seven Directors**. The number of Directors shall be proposed by the Executive Board with approval by the general membership. In the event of death, resignation, removal or disability of an Officer or Director, the vacancy for the expired term shall be filled by a majority vote where a quorum of Adult and Honorary members is physically present. Officers and Directors must substantially, rather than occasionally, participate in HLF's activities and meetings or face removal. Temporary absences may be permissible on a case-by-case basis as determined by the Executive Board. All officers shall bear primary and equal responsibility in application and enforcement of HLF's rules and regulations, as well as being fully versed in the **Code of Regulations** and policies. In the event of Officer or Director vacancies through death or resignation, or other cause, HLF's President will perform that office's duties until a replacement is designated.

Section 2 **President:** The President shall preside at all meetings and shall be chairman of HLF's Executive Board. The President shall represent the membership in all matters, be a leader in establishing and maintaining policies, and assure that HLF's facilities are appropriately maintained. He/she shall be fully cognizant of all HLF activities, and shall work closely with the other Officers and Directors. The President shall be receptive to member's concerns and suggestions. He/she shall be especially responsible for conducting HLF affairs in a manner that keeps the membership fully informed at all times.

Section 3 **Vice-President:** In absence of the President, the Vice-President shall perform the duties of the President. The Vice-President shall also perform other duties assigned by the President. He/she shall be prepared at all times to meet all the standards required of the President.

Section 4 **Secretary:** The Secretary shall record the minutes of each business meeting, execute official correspondence and reports, keep membership records, and protect HLF's historical records.

- Section 5 **Treasurer:** The Treasurer shall receive funds due HLF, and dispense funds as necessary to meet HLF's financial obligations. He/she shall maintain records sufficient to permit financial control and auditing, provide financial reports where required, and maintain HLF's historical financial records.
- Section 6 **Safety Officer:** The Safety Officer shall be responsible for monitoring and regulating flying site activities in accordance with AMA and HLF safety rules and regulations, and for reporting to the membership on safety issues. He/she shall be responsible for assuring that all features of the flying site are conducive to safe flying activities, and that all pertinent rules and regulations and safety signs are prominently posted in appropriate locations.
- Section 7 **Director(s):** Directors shall attend all membership meetings and all meetings of the Executive Board. A function of this position is to provide oversight to assure that the Corporation's business and activities fully subscribe to HLF's Code of Regulations, and other rules and regulations, as well as providing guidance to HLF's officers.
- Section 8 **Delegation of Authority:** When an Officer or Director will be unavailable for more than five consecutive business days, the authority of his office shall be temporarily transferred to another officer and members of the Executive Board shall be so informed.
- Section 9 **Election of Officers and Directors:** Officers and Directors shall be elected at HLF's annual meeting held in November or December of each year from a slate of nominees developed by the Executive Board, plus any nominations from the floor. Any nominee may decline nomination. Terms of office shall commence on the first day of January immediately following the election. The length of office term shall be two years. Terms for all Officers and Directors shall be the same and shall run concurrently. Election to office shall be determined by voting as prescribed in Article VIII Section 6-a of the Code of Regulations. In the event of a tie, balloting will be repeated until the tie is broken. Officers and Directors may serve no more than two consecutive full terms in the same office.
- Section 10 **Removal of Officers and Directors:.** Officers and Directors shall be subject to removal any time they fail to meet the requirements of office, fail to observe or abide by HLF's Code of Regulations, and established policies, or lose the confidence of the membership. An Officer or Director may be removed by the membership voting at a meeting as prescribed in Article VIII Section 6-a of the Code of Regulations, providing the membership, including the Officer or Director in question, has been fully informed at least three days prior to the meeting.
- Section 11.** **Vacancies.** If any officer or director elected by the members fails or ceases to serve during his or her term for any reason, the President shall have the power to appoint a successor to serve until the next membership meeting, at which time a successor shall be elected by the members to serve out the remaining term of office.
- Section 12.** **Compensation:** Officers, Directors, and the corporation's Agent, shall not receive compensation.
- Section 13** **Bonds of Officers:** The Executive Board shall determine which officers or employees of the Corporation shall give bond and the amount thereof. The expense of any bonds so required shall be paid by the Corporation.

ARTICLE V - Executive Board, Board Meetings, and Committees

- Section 1 **Executive Board:** The President, Vice-President, Secretary, Treasurer, Safety Officer, and Directors shall constitute the Executive Board. The Executive Board shall act as the administrative body of HLF, and shall conduct the Corporation's general affairs.
- Section 2 **Executive Board Meetings:** The Executive Board shall meet at the call of the President, or his designated representative. All called Executive Board meetings shall be open to the general membership, although only Board members shall have voting privileges, and the Board Chairman may restrict commentary from the general membership in order to expedite the agenda. A quorum for Executive Board meetings shall consist of the physical presence of at least two-thirds (2/3's) of all Board members. Voting shall be by simple majority. Proxy votes shall not be considered. All Board proposals must be ratified by voting at a general membership meeting. None of the foregoing prohibits Officers and Directors from conducting informal discussions among themselves, and with other members, concerning HLF's affairs.
- Section 3 **Committees:** Standing committees may be proposed by the Executive Board, which is also empowered to appoint committee members and chairpersons. Standing committees may be comprised of both Board appointed members, as well as members elected by the general membership. Proposed standing committees must be approved by the membership voting as prescribed in Article VIII Section 6-a of the Code of Regulations. The Executive Board may appoint temporary committees, committee members, and chairmen for any special purpose as the need arises without seeking approval of the membership.

ARTICLE VI - Dues, Fees, and Assessments

- Section 1 **Dues:** Membership dues shall be determined through consideration of the organization's current and future financial needs. Dues are paid in advance. New member's dues may be prorated according to the date of membership application. Dues and payment dates shall be authorized by voting as prescribed in Article VIII Section 6-a of the Code of Regulations.
- Section 2 **New Member Fees:** New member fees shall not be prorated according to the date of application. These fees shall not be co-mingled with operating funds, and shall be used only for approved major projects. New member fees shall be authorized by voting as prescribed in Article VIII Section 6-a of the Code of Regulations.
- Section 3 **Other Fees:** The Executive Board, with approval of the membership by voting as prescribed in Article VIII Section 6-a of the Code of Regulations, may impose other fees to meet HLF's financial needs.
- Section 4 **Dues and Fees Schedules:** Each year, by the end of the third quarter, the Executive Board shall develop a schedule of dues and fees for the coming year, and submit its recommendation to the general membership for authorization by voting as prescribed in Article VIII Section 6-a of the Code of Regulations. A copy of the Dues and Fees Schedule shall be posted on HLF's Web Site.
- Section 5 **Special Assessments:** Monies for extra-ordinary expenses above and beyond HLF's current financial resources may be raised by assessment, subject to membership approval by voting as prescribed in Article VIII Section 6-a of the Code of Regulations.

ARTICLE VII - Fiscal Year

The **fiscal year** shall include the twelve months from January 1st to the following December 31st. HLF's Treasurer will use the fiscal year as a basis for tax reporting, record keeping and reporting to the membership.

ARTICLE VIII –Membership Meetings, Agendas, Quorum, and Voting

- Section 1 **General Membership Meetings:** HLF shall hold an **annual general membership meeting** in November or December of each calendar year. The annual meeting will include Officer and Director elections if warranted, a summary of the year’s financial record, a recap of the year’s significant issues, and other business. A regular meeting schedule shall be established at the beginning of each year by the Executive Board and shall be made available to the membership. Special membership meetings may be called by the President, or his designated authority, anytime, providing the membership is given at least three business days advance notification. In order for any meeting to convene, a quorum must be present. Since HLF does not have a facility for conducting indoor meetings, the meeting places may vary according to convenience and availability.
- Section 2 **Meeting Agenda:** The President shall be responsible for preparation of an agenda for each general membership meeting. He shall have the option of delegating this task to another officer or member. The agenda shall be available to members at least three days prior to the meeting.
- Section 3. Organization:** The President shall preside at all meetings of the members. In his absence, the Vice President, if one be then elected, shall preside and shall have all the powers conferred upon the President when acting as presiding officer of the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.
- Section 4 Order of Business:** The order of business in a membership meeting may be devised to accommodate the agenda, but should , in most cases include review of minutes of the previous meeting, a financial report, a safety report, old business, new business, committee reports, and other business not addressed in the agenda.
- Section 5 **Quorum:** A quorum shall consist of the physical presence of at least one-fourth (1/4) of the combined Adult and Honorary membership. Proxies shall not count toward a quorum.
- Section 6 **Voting in General Membership Meetings:** Voting may be by voice, show of hands, or by secret ballot, as deemed appropriate by the presiding officer. Voting shall be accomplished by one of three procedures which are described as follows:
- a) A simple majority of votes cast in an officially convened meeting.
 - b) A three-fourths (3/4’s) majority of votes cast in an officially convened meeting.
 - c) A two-thirds (2/3’s) majority of votes cast where all members have an opportunity to vote.
- Section 7 **Secret Ballots:** When secret ballots are employed, they shall be opened by the presiding officer in an authorized membership meeting in the presence of all attending members.
- Section 8 **Proxies:** Verifiable proxies may be voted, except when secret ballots are required, but proxies shall not be considered in determining the presence of a quorum.
- Section 9 **Robert’s Rules of Order:** The most recent edition of Robert's Rules of Order shall govern all business meetings.

ARTICLE IX – Policies and Procedures

The Executive Board shall develop and implement policies and procedures regulating non-member guest privileges, a safety program, pilot training, and procedures to follow when injury and / or property damage accidents occur. Other policies and procedures shall be implemented as the need arises. Policies shall be authorized by voting as prescribed in Article VIII Section 6-a of the Code of Regulations.

ARTICLE X -Financial Authority

All expenditures of HLF funds must receive appropriate approvals. To that end, the Executive Board shall propose, and the membership shall approve, a schedule of dollar limits and review processes to be used in the expenditure of HLF funds by the Executive Board in the conduct of HLF’s business. Approval of the schedule shall be made in accordance with Article VIII Section 6-a of the Code of Regulations. General membership approval shall be required for all major expenditures. Multiphase projects must receive approval of the membership, and may not be broken apart in order to avoid membership approval.

ARTICLE XI Seals

The Executive Board may from time to time adopt such seal or seals, if any, as they deem appropriate for the use of the Corporation in transacting its business.

ARTICLE XII Shares

There shall be no shares or other ownership interest in the Corporation.

ARTICLE XIII Assent of Members

Any person becoming a Member of this Corporation shall be deemed to assent to these Regulations and any alterations, amendments or additions thereto lawfully adopted.

ARTICLE XIV – Code of Regulations

The Code of Regulations may be amended at either a regularly scheduled or special business meeting called by the Executive Board, providing the proposed changes have been presented and discussed at a business meeting previous to the meeting where voting takes place. A period of at least two weeks, but no more than two months, must separate the two meetings. Copies of the proposed amended Code of Regulations shall be made available to the membership at least three calendar days prior to the discussion meeting. Copies of the final approval version shall be made available to the membership at least five calendar days prior to the meeting where voting takes place. Electronic mail shall be utilized for communication. Voting shall be conducted in accordance with Article VIII Section 6-c, where each member is provided a ballot at least five calendar days in advance. Ballots returned via email to the Corporation’s Secretary in advance of the scheduled vote shall be accepted.

ARTICLE XV - Dissolution or Disbandment

In the event of **dissolution** or **disbandment** of HLF, the Executive Board last in office shall donate all HLF property and funds then remaining to a non-profit organization(s) approved by the remaining members voting as prescribed in Article VIII Section 6-a of the Code of Regulations..

Approved on April 23, 2011 by a vote of nineteen members in favor, and no members opposed.

On this day, HLF’s Combined Adult and Honorary membership was forty-one.

ORIGINAL SIGNED BY:

**Bill Autrey
President**

**Mike McDougall
Vice President**

**Dave Schaefer
Secretary**