

**2009 Constitution and Bylaws of Highland Lakes Flyers**  
**Replaces all previous versions including the most recent edition of November 12, 2007**

**AMA Chartered Club No. 2317**

<b>ARTICLE I</b>	<b>Name of Organization</b>
<b>ARTICLE II</b>	<b>Purpose and Scope of Organization</b>
<b>ARTICLE III</b>	<b>Membership</b>
<b>ARTICLE IV</b>	<b>Officers and Directors</b>
<b>ARTICLE V</b>	<b>Executive Board, Board Meetings, and Committees</b>
<b>ARTICLE VI</b>	<b>Dues, New Member Fees, and Special Assessments</b>
<b>ARTICLE VII</b>	<b>Fiscal Year</b>
<b>ARTICLE VIII</b>	<b>Membership Meetings, Agendas, Quorum, and Voting</b>
<b>ARTICLE IX</b>	<b>Policies and Procedures</b>
<b>ARTICLE X</b>	<b>Financial Authority</b>
<b>ARTICLE XI</b>	<b>Amending the Constitution and Bylaws</b>
<b>ARTICLE XII</b>	<b>Dissolution or Disbandment</b>

**ARTICLE I - Name of Organization**

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

**ARTICLE II - Purpose and Scope of Organization**

HLF is a non-profit, social organization, formed for the purpose of providing its members a facility for flying radio controlled (R/C) model aircraft under acceptably safe conditions in compliance with AMA standards and HLF rules and regulations. All members shall have full and free access at all times to all information concerning the club and its activities. Where feasible, all documents including the club's bylaws, safety rules, policies, and procedures shall be posted on the club's web site and flying site bulletin board.

**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. The Secretary is authorized to grant membership contingent upon the applicant meeting all requirements set out in the constitution and bylaws. In the absence of the Secretary, any Executive Board Member may accept applications in his/her behalf. All applicant's must 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 prerequisite 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, and provide proof of such upon request by any HLF officer.

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 as prescribed in Article VIII Section 4-a. Membership criteria may be periodically revised as deemed necessary.

**Honorary Membership:** Honorary Membership may be conferred on an Adult HLF member only for verifiable, exemplary service to the club. Honorary members shall be exempt from all dues and fees. Age and health conditions shall not to be considered. The candidate shall be nominated during a regularly scheduled club 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 membership so decides at an authorized meeting with a physical quorum of Adult and Honorary members. Just cause may include, but is not limited to, chronic failure to observe club rules and regulations, failure to meet financial obligations, unsafe flying practices, or chronic obnoxious or inappropriate behavior. A member who has been terminated involuntarily and wishes to rejoin the club 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 of all HLF members in which a two-thirds (2/3's) majority of votes actually cast shall prevail in compliance with Article VIII Section 4-c.

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.

#### **ARTICLE IV – Officers and Directors**

Section 1 **Officers** shall be elected from the **Adult** and **Honorary** membership and shall consist of a **President, Vice-President, Secretary, Treasurer, and Safety Officer**. **Director** positions may be established if a need arises subject to approval as prescribed in Article VIII section 4-a of the bylaws. 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 club activities and meetings or face removal. Temporary absences may be permissible on a case-by-case basis as determined by the Executive Board. In permissible absences, the individual's authority must be transferred to another club member. 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 club's bylaws and policies. In the event of office 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 club matters, be a leader in establishing and maintaining club policies, and assure that the club's facilities are appropriately maintained. He/she shall be fully cognizant of all club 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 club 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):** The Director(s) shall attend all club meetings and all meetings of the Executive Board. A function of this position is to provide a measure of oversight to assure that club business and activities fully subscribe to the club's bylaws, and other rules and regulations, as well as providing guidance to the club's officers.
- Section 8 **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 4-a of the bylaws. 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 9 **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 the club's bylaws, 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 4-b of the bylaws, providing the membership, including the Officer or Director in question, has been fully informed at least three days prior to the meeting.

#### **ARTICLE V - Executive Board, Board Meetings, and Committees**

- Section 1 **Executive Board:** The President, Vice-President, Secretary, Treasurer, Safety Officer, and Director(s) shall constitute the Executive Board. The Executive Board shall act as the administrative body of HLF, and shall conduct the club's general affairs.
- Section 2 **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 club's 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 club 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 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 4-a of the bylaws. 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 club'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 4-a of the bylaws.
- 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 the club's 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 4-a of the bylaws.
- Section 3      **Other Fees:** The Executive Board, with approval of the membership by voting as prescribed in Article VIII Section 4-a of the bylaws, may impose other fees to meet the club'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 4-a of the bylaws. A copy of the Dues and Fees Schedule shall be posted on the club's bulletin board and Web site.
- Section 5      **Special Assessments:** Monies for extra-ordinary expenses above and beyond the club's current financial resources may be raised by assessment, subject to membership approval by voting as prescribed in Article VIII Section 4-a of the bylaws.

## ARTICLE VII - Fiscal Year

The **fiscal year** shall include the twelve months from January 1<sup>st</sup> to the following December 31<sup>st</sup>. HLF's Treasurer will use the fiscal year as a basis for 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. Special membership meetings may be called by the Executive Board 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.
- 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 distributed to members at least three days prior to the meeting.
- Section 3      **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 4      **Voting in General Membership Meetings:** Voting may be by voice, show of hands, or by secret ballot, as deemed appropriate by the presiding officer. When circumstances require voting by the entire membership, that voting may be accomplished only by secret ballot through the U.S. Postal Service. 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 two-thirds (2/3'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 5      **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 6      **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 7      **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 4-a of the bylaws.

#### **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 Committee in the conduct of HLF's business. Approval of the schedule shall be made in accordance with Article VIII Section 4-a of the bylaws. 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 – Amending the Constitution and Bylaws**

The Constitution and Bylaws 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 immediately previous to the meeting where voting takes place. Copies of the proposed amended Constitution and Bylaws shall have been provided to each member at least one week prior to the discussion meeting. Copies of the final approval version shall be provided to all members at least two weeks prior to the meeting where voting takes place. Electronic mail may be utilized for those members with valid email addresses. All others must receive a printed copy. Voting shall be conducted by secret ballot in accordance with Article VIII Section 4-c, where each member is sent a ballot at least two weeks in advance.

**ARTICLE XII - 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 approved by voting as prescribed in Article VIII Section 4-a.

**Approved on March 17, 2009 by a vote of nineteen (19) members in favor, and four (4) members opposed.**

**On this day, the Club's Combined Adult and Honorary membership was 47.**

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**Mike McDougall  
President**

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**Jim Archer  
Vice President**

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**David Schaefer  
Secretary**