

**CODE OF REGULATIONS
OF
RIVANNA R/C CLUB INC.**

**ARTICLE I
Purpose**

RIVANNA R/C CLUB INC. is a not-for-profit corporation (hereinafter referred to as the "Club") established under the laws of the state of Virginia. The purpose for which are

- (A) To operate as a non-profit recreational and educational organization;
- (B) To foster the knowledge of and to promote development of model aviation as a recognized sport, worthwhile recreational activity and to allow for social events among its members
- (C) To subscribe to, become a member of, and co-operate with any other association whether incorporated or not. whose objects are altogether or in part similar to those of this club.
- (D) This Club 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 private shareholder or individual.

**ARTICLE II
Members**

Section 1. Members.

Regular Members of the Club shall be individuals who have been approved for membership in the Club by the Board of Directors. Each Regular Member shall be entitled to one vote provided that his dues for the year or part thereof have been paid in full.

Associate members of the Club shall be any person who is interested in the activities of the Club and have been approved for membership in the Club by the Board of Directors. An associate member has no voting rights.

Section 2. Place of Meeting.

Meetings of the Members shall be held at each month at Milton Field in Charlottesville, Virginia or at such other places as may be selected by the Board of Directors.

Section 3. Regular and Annual Meeting.

A Regular Meeting of the Members shall be held on the second Thursday of each month at Milton Field or at such other location as may be designated by the Board of Directors. The purpose of such meeting shall be the consideration of the reports of officers, committees and directors and the transactions such other business as may properly come before it.

The annual meeting of the Members shall be held each year in November at such time, place and on such date as the President of the Club may designate. The purpose of such meeting shall be

the election of directors, the consideration of the reports of officers, committees and directors and the transactions such other business as may properly come before it.

Section 4. Special Meetings.

Special meetings of the Members may be called and held as provided by law.

Section 5. Notice of Meetings.

A notice, as required by law, of each special meeting of Members shall be given in writing by the President or Vice President, or the Secretary, not less than ten (10) days before the meeting. Such notice shall state the time and place of such meeting, and, if a special meeting, the purpose and object thereof.

Section 6. Waiver of Notice of Meetings.

A Member may waive notice of the time, place and purpose of any meeting of Members, either (a) by written waiver specifying the date and place of the meeting, signed and filed with or entered upon the records of the meeting either before or after such meeting or (b) by attendance in person at such meeting.

Section 7. Quorum.

A quorum at any regular or special meeting of Members, shall consist of a majority of the members present in person at the meeting.

Section 8. Organization.

The President shall preside at all meetings of the Members. In his absence, the Vice President, if one be then elected or any other officer, shall preside and shall have all the powers conferred upon the President when acting as presiding officer of the meeting. The Secretary of the Club 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 9. Order of Business.

At all Members meetings, the order of business shall be as follows:

1. Reading minutes of previous meeting and actions thereon.
2. Report of Directors of Committees.
3. Reports of Officers.
4. Unfinished business.
5. New or miscellaneous business.

Section 10. Admission of Members.

All applications for membership must be in writing on such forms as approved from time to

time by the Board of Directors. Application for membership or renewal shall be completed on the form adopted by the Board of Directors. All applications shall be voted on by the Board of Directors and a majority vote of the Board of Directors shall be necessary to approve membership.

Section 11. Annual Membership Dues

Membership dues shall be determined at the Annual Meeting of the Members in November of each year. Dues shall be collected following the Annual Meeting and in December at the first Regular Meeting of the Members. Members failing to pay their membership dues by January 31st shall be removed from the membership roster. Reinstatement thereafter will be subject to a late charge as determined at the Annual Meeting.

Section 12. Discipline and Removal of Members

In the event, a member or members have reason to file a complaint with regard to the conduct of a member in the operation of an aircraft or in the performance of an act considered to jeopardize the safety of persons or property at the Club's flying site or elsewhere, such members may file a complaint with the Safety Officer or Safety Committee, using a Grievance Form to be supplied by the Club. The Board of Directors following review of the grievance may chose to issue a warning and/or impose restrictions to the member or members involved. If further violations of rules or restrictions are reported to the Board, the Board may chose to recommend to the members that the member be expelled from the Club. The expelling of a member may be accomplished only with a 2/3 majority vote of the members attending a Regular Meeting of the Members.

ARTICLE III Board of Directors

Section 1. Number.

The Board of Directors shall be composed of the elected officers of the Club and such additional number of persons Directors at Large as may be determined by the Board of Directors from time to time, but in no event shall there be less than three or more than seven directors. Each officer and director shall hold office for the term for which he or she was elected and until his or her successor shall be elected and qualified, whichever period is longer. At each annual meeting of the Members, an election shall be held to appoint Club officers and Directors at Large for the ensuing year, and each shall be elected for a term of one year and until his successor shall be elected and qualified, whichever period is longer. The directors must have been a member of the Club for a minimum of 6 months prior to being elected to serve as an officer or Director at Large.

Section 2. Vacancies.

If any Officer or director elected by the Members fails or cease to serve as a director during his or her term for any reason, the remaining directors shall have the power to elect a successor to serve until the expiration of such term and until his or her successor shall be elected by the Members and qualified.

Section 3. Time and Place of Meeting.

The Board of Directors shall on the first Monday of each month at the Milton Field Administration Building as may be fixed from time to time by said Board of Directors.

Section 4. Call and Notice of Meetings.

Meetings of the Board of Directors may be called at any time by the President, Vice President, the Secretary or by a majority of the Board of Directors acting with or without a meeting. The Board of Directors shall decide what notice, if any, and the length of time prior to such meeting such notice shall be given. Attendance at any meeting shall operate as a waiver of notice. Any meeting at which all Directors are present shall be a valid meeting, whether notice thereof was given or not, and any business may be transacted at such meeting.

Section 5. Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business and if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. By-Laws.

The Board of Directors may adopt By-laws for governing the Club not inconsistent with these Code of Regulations provided such By-laws and any future amendment thereto have been approved by no less than a 2/3 majority of members present at a Regular Meeting of the Members. Prior notice shall be given by posting details on the Club Bulletin Board and on the Club website 14 days prior to the Regular Meeting concerning the recommended adoption and subsequent amendments thereto. Mail-in ballots will be available on request for those Regular Members who are unable to attend the meeting. Those ballots returned prior to the meeting will be counted as if the persons were present at the meeting.

Section 7. Compensation.

The Board of Directors shall not receive compensation, but shall be entitled to reimbursement for expenses incurred in connection with attendance at meetings of the Board.

Section 8. Voting.

At each election for officers and directors, each regular Member is entitled to one to be cast, in person or by Mail-in ballot submitted prior thereto.

ARTICLE IV Officers

Section 1. Number.

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer a Field Marshall and a Safety Officer. Any two or more of the offices may be held by the same persons, but no officers shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged or verified by two (2) or more officers.

Section 2. Other Officers.

The Board of Directors is authorized in its discretion to, at any time and from time to time,

provide for such other officers, including Vice Presidents, as it deems desirable.

Section 3. Election, Term, and Removal.

All officers of the Corporation shall hold their offices for a period of one year and until their successor or successors are elected and qualified.

Officers or Directors may be suspended by an affirmative vote of a majority of the entire Board. Removal of the officer or Director may only be accomplished by an affirmative vote at a General Meeting of the members by a quorum of the members in attendance.

Section 4. Vacancies and Absence.

If an office shall become vacant by reason of the death, resignation, disqualification, or removal of the incumbent thereof, or other cause, the Board of Directors may elect a successor to hold the office for the unexpired term in respect to which such vacancy occurred or was created. In case of the absence of any officer of the corporation, or for any reason that the Board of Directors may determine as sufficient, the Board may delegate the powers and duties of such officer to any other officer, or to any Director, except where otherwise provided by these Regulations or by the laws of Virginia.

ARTICLE V Duties of Officers

Section 1. President.

The President shall be the chief executive officer and active head of the corporation, and, in the recesses of the Board of Directors, shall have general control and management of all its business affairs. He shall preside at all meetings of the Board of Directors and shall make annual reports to the Members showing the conditions of the affairs of the Corporation, and from time to time, shall bring before the Board of Directors information relating to the business and property of the Corporation. He shall perform generally all of the duties incident to the office of the President and as required or authorized by law.

Section 2. Vice President.

The Vice President shall perform such duties as may be delegated to or required of him by the Board of Directors, or the President, or by the Members.

Section 3. Secretary.

The Secretary shall keep a record of all proceedings of the Board of Directors and of all meetings of Members. He shall have charge of the seal and membership book of the Club and generally shall perform such other duties as pertain to his office or as may be required of him by the Members or by the Board of Directors.

Section 4. Treasurer.

The Treasurer shall keep a record of and have custody of all funds of the Club. He shall keep a record of all monies received and paid out and of all vouchers and receipts given therefor. He shall keep or have kept books of accounts of the financial condition of the Club and shall make a statement thereof at each meeting of Members. He shall deposit, or cause to be deposited, in the depository or depositories designated by the Board of Directors all of the money received by the Club and shall perform such other duties as may be required from time to time by the Members or

Board of Directors or incident by law to the office of Treasurer. On the expiration of his term of office, he shall deliver to his successor papers, property, books, and monies in his possession or under his control.

ARTICLE VI
**Indemnification of Directors,
Officers and Employees**

The Corporation shall indemnify each director and officer, each former director and officer, and each person who is serving or has served at its request as a director or officer of another enterprise and may indemnify any employee or agent, any former employee or agent, and any person who is serving or has served at its request as an employee or agent of any other enterprise to the fullest extent from time to time permitted by the laws of the State of Virginia in the event any of such persons shall be made or be threatened to be made, a party to any action, suit or proceeding whether civil, criminal, administrative, or investigative. As used herein, the terms officer, director, employee and agent shall include their heirs and personal representatives.

ARTICLE VII
Seal

The Board of Directors 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 VIII
Shares

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

ARTICLE IX
Voting

Any action required to be taken by the Members of the Club may be taken by the affirmative vote of a quorum of the Members entitled to vote at any Regular Meeting of the Club.

ARTICLE XI
Amendments

Any and all of these Regulations may be altered, amended, added to, or repealed by the affirmative vote at a Regular Meeting of the Members of seventy-five percent (75%) of the Members entitled by law to vote thereon at the meeting. Prior notice shall be given by posting details on the Club Bulletin Board and on the Club website 14 days prior to the Regular Meeting concerning the recommended adoption and subsequent amendments thereto. Mail-in ballots will be available on request for those Regular Members who are unable to attend the meeting. Those ballots returned prior to the meeting will be counted as if the persons were present at the meeting.

ARTICLE XII
Duration

The duration of this Club shall be perpetual.

ARTICLE XIII
Dissolution

The corporation (referred to as the "Club") may be dissolved with the approval of a 2/3 majority vote of the total regular membership.

Upon the dissolution of the corporation, the Board shall after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner 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 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 XIV
CODE OF REGULATIONS**

These CODE OF REGULATIONS replace all previous Articles of the Corporation with effect from the date of adoption specified below.

The above Code of Regulations were adopted by the Members on this 11th day of November, 2004.

Attested to by
Secretary, _____ dated 13th January, 2005
John Campbell White

DIRECTORS	SIGNATURE
Jim Power	_____
Gordon Parmelee	_____
Ray Miller	_____
Michael Youngblood	_____
Campbell White	_____