

Rivanna Radio Control Club, Inc. BY-LAWS

ARTICLE I MEMBERSHIP

SECTION 1.0 Membership shall be divided into classes as follows:

- A. Full Member: Adult members shall be any person over the age of eighteen.
- B: Junior Member: Junior members shall be any member under the age of eighteen.
- C. Associate Member: A Non-Flyer, who has no voting rights and is interested in the activities of the Club.

All members holding a current AMA membership card shall have one vote.

SECTION 1.2 Membership shall be open to anyone interested in the purposes of the Club.

SECTION 1.3 Membership alone shall not entitle a member to flying privileges in the Club. All other requirements of the Club (including safety rules compliance) and current membership of the Academy of Model aeronautics (AMA) must be met before a Member shall have Club flying privileges. Each member shall be provided with a copy of the By-Laws, Membership Roster, and a copy of the Club Flying Site Rules.

SECTION 1.4 The annual dues shall be set each year at the annual meeting of the Club held in November by a majority vote of the eligible Members to vote and who are present.

SECTION 1.5 A Member's annual dues are due to the Club by the regular December meeting. In addition to paying dues, each member must fill out a new Club data sheet each year and turn it into the Secretary in order to retain flying privileges. Members not paying dues by January 31st will be dropped from the Membership Roster and may not fly at the Club Field. In order to regain membership, all unpaid dues must be paid for as well as a late payment fee, the amount of which will be set annually by the membership.

ARTICLE II ELECTION OF OFFICERS AND DIRECTORS

SECTION 2.1 The Officers of the Club are as follows:

1. President: The President shall preside at all meetings of the Club and shall act as a spokesperson in all matters pertaining thereto.
2. Vice-President: The Vice-President shall act for the President when he/she is unable to serve.
3. Secretary: The Secretary shall record minutes of each Club meeting and handle all correspondence pertaining to the Club's activities. He/she shall keep a record of the Club's membership and complete and submit all necessary documents to the AMA as may be required throughout the year. He/she shall also be the Club's contact person with the AMA in case of questions, problems or situations.
4. Treasurer: The Treasurer shall collect all monies due and shall be responsible for maintaining the accurate records detailing the Clubs accounts.
5. Field Marshall: The Field Marshall shall be responsible for the maintenance of the Club's flying site and equipment. He/she shall be responsible for organizing and deploying the

"maintenance crews" throughout the year. He/she shall be responsible for the preparation of the flying site for events held at the site throughout the year.

6. Safety Committee Director/Safety Officer: The Safety Committee Director /Safety Officer shall be responsible for chairing the Safety Committee and ensuring existing safety regulations are enforced. This includes processing the grievance forms and reporting of grievances to the Board of Directors.
7. Director at Large: The Director at Large shall serve on the Board of Directors and may assist or act as an alternative to where required by the Board.
8. Contest/Event Committee Chairperson: The Contest/Event Committee Chairperson shall be appointed by the Board of Directors and responsible for coordinating and establishing a schedule for the next contest/event season. The schedule shall be approved by the Directors and approved by the members. No more than two positions may be held by the same person. Officers must have been a member for the previous six-month period.

SECTION 2.2 The Officers and Director at Large shall be elected in the following manner: Each year in October there shall be open nominations for officers by the Membership. Mail-in ballots will be made available for those members who have voting rights but cannot attend the meeting. Mail-in ballots received prior to the October meeting will be counted as if those persons were present at the meeting.

The proposed slate of officers should be published on the Club Website and on the Club Bulletin Board located at Milton Field prior to the November meeting.

At the November meeting the election of the officers shall be held, a vote of the Members present shall be held and the candidate with the most votes for each office shall be declared elected, to take office at the first meeting of the following calendar year. Mail-in ballots will be made available for those members who have voting rights but cannot attend the meeting. Mail-in ballots received prior to the November meeting will be counted as if those persons were present at the meeting.

No individual shall be elected without his prior consent, and such a member must be a Member in good standing at the time of his or her election.

SECTION 2.3 Vacancies in any office shall be filled by appointment by the remaining officers, such an appointee to serve until the end of the term for which the predecessor was elected.

ARTICLE III BOARD OF DIRECTORS

SECTION 3.1 The business and affairs of the Club shall be managed by the Board of Directors in accordance with the Club's "Code of Regulations". The Board of Directors shall be no less than (5) or more than (7) in number.

SECTION 3.2 Directors shall include the President, Vice President, Treasurer, Secretary, Field Marshall, Safety Officer and Director at Large who shall be elected as set forth in Section 2.2 above.

SECTION 3.3 Directors shall hold their offices until the expiration of their term. Despite the expiration of a Directors term, he shall continue to serve until his successor is elected and qualifies or until there is a decrease in the numbers of Directors. A Director may be removed from the office, with or without cause, at a meeting of Members called for that purpose.

SECTION 3.4 Any Director may resign at any time by giving written notice to the Board of Directors. Any resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date. The acceptance of such resignation shall not be necessary to make it effective, unless otherwise specified therein, in which event the resignation shall take effect upon the acceptance by the Board of Directors, unless the notice specifies a later effective date.

SECTION 3.5 Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase in the Directors, may be filled by the affirmative vote of a majority of the Directors then in office even though the number of Directors then in office may be less than the minimum numbers of Directors stated in Section 3.1 above and/or less than a quorum of the Board of Directors.

SECTION 3.6 An annual meeting of the Board of Directors shall be held immediately after the annual meeting of the Members or, if not then held, within a reasonable time thereafter upon the call of the President or a majority of the Directors.

SECTION 3.7 The Board of Directors may provide by resolution, for the holding of regular meetings in addition to annual meetings of the Board of Directors.

SECTION 3.8 Special meeting of the Board of Directors shall be held upon the call of the President or a majority of the Directors.

SECTION 3.9 All meetings of the Board of Directors shall be held at the principal meeting place of the Club or at such other place, within or without the Commonwealth of Virginia, as designated by the person or persons calling the meeting and specified in the notice thereof, and at such time as the Board of Directors may provide by resolution or as may be designated in a duly executed notice or waiver of notice of such meeting.

SECTION 3.10 Annual and regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall at least forty-eight (48) hours before the meeting, give notice thereof by any usual means of communication. Notice of Special Meetings shall specify the purposes for which the meeting is called.

SECTION 3.11 A majority of the number of Directors then in office immediately before a meeting begins shall constitute a quorum for the transaction of business at such meeting of the Board of Directors.

SECTION 3.12 Except as may be otherwise provided in these By-Laws or by law, the act of the majority of the Directors present at a which a quorum is present shall be the act of the Board of Directors.

SECTION 3.13 Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if one or more of the directors consents, in writing, setting forth the action so taken and then signed by all the Directors, either before or after the action taken, and included in the minutes or filed with the Club records reflecting the action so taken. Such action shall be effective when the last Director signs the consent, unless the consent specified a different date, in which event an action so taken shall be effective on the date specified therein, provided the consent states the date of execution by each Director. Any such consent shall have the same force and effect as a unanimous vote of the Directors.

SECTION 3.14 Any or all Directors may participate in a regular or special meeting of the Board of Directors by or conduct the meeting through, the use of any means of communications by which all Directors participating agree to utilize. A director participating in a meeting by such means shall be deemed to be present in person at the meeting.

ARTICLE IV REGULAR AND ANNUAL CLUB MEETINGS

Amendment to Article IV – Regular and Annual Club Meetings May 25, 2025

Section 4.1: Meeting Frequency and Structure

1. Purpose

- To modify the frequency and structure of Club meetings to better align with the operational needs of the Rivanna Radio Control Club Inc.

2. Amendment to Existing Bylaw

- The current requirement for regular monthly Club meetings shall be replaced with a new structure mandating a minimum of three (3) meetings annually, unless further meetings are necessary for club business, as determined by the Directors.

3. Meeting Scheduling & Attendance

- The Directors shall schedule, and call meetings as needed to conduct Club business.
- Club members are welcome to attend these meetings.
- Meeting dates and times will be set based on Club needs and may coincide with Club events if deemed appropriate by the Directors.

4. Meeting Format & Accessibility

- Meetings may be held in person at designated Club events.
- When necessary, meetings may also be conducted via electronic communication platforms such as Zoom to ensure accessibility for members.

5. Annual Election Meeting

- The election of Officers and Directors, typically held in November, shall constitute one of the required annual Club meetings.

6. Implementation & Compliance

- This amendment was approved by the Directors at a Directors meeting held on May 25, 2025, and shall take effect in accordance with the Club's procedural guidelines for bylaw modifications.

SECTION 4.2 A quorum of Members at a meeting shall be comprised of the majority of those members in attendance. If mail-in ballots concerning a specific item of business have been

furnished and returned prior to the meeting those members shall be considered for the purpose of that item of business to be present at the meeting.

SECTION 4.3 The presiding Officer at each meeting may ask for committee reports which shall be presented by such Committee heads.

SECTION 4.4 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 a meeting shall be the election of officers and directors, the consideration of the reports of officers, committees and directors and the transactions such other business as may properly come before it.

ARTICLE V ADMINISTRATION AND OPERATION OF FLYING SITE

SECTION 5.1 All flying at the Club field shall be conducted with everyone's safety in mind and shall be in accordance with the Club Flying Site Rules and AMA Safety Rules.

SECTION 5.2 Non-members may fly as Club guests, but only upon invitation by a Club member. Guests invited to fly must verify they are current AMA members by showing their AMA membership card to any Club member upon request. The inviting Club member must be present at the flying site when the guest flies and will be responsible for the guest's safe flying and knowledge of the Club's Flying Site Rules. The inviting Club Member must brief the guest flyer on the Club Rules prior to any flight.

SECTION 5.3 Members who continually exhibit unsafe flying practices, unsportsmanlike conduct, willfully or deliberate violate Club rules, or operate their aircraft in a careless or dangerous manner shall be reported to the Club Safety Officer and President. Notification shall be in writing, giving specifics, dates, etc. Upon receipt of such notification, and within seven (7) days, the President will meet with the Board of Directors to determine appropriate action. Such action may result in a suspension or termination from the Club if a majority of the Board of Directors are in agreement.

ARTICLE VI CLUB RECORDS

SECTION 6.1 The Club shall keep permanent as record minutes of all meetings of the Club and Board of Directors, of all actions taken by the Club or Board of Directors without a meeting, and all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Club.

SECTION 6.2 The Club shall maintain appropriate accounting records.

SECTION 6.3 The Club or its agent shall maintain a record of its Members, in a form that permits the preparation of a list of names and address of all Members, in alphabetical order. Dissemination of the Membership List shall not be given out without the permission of the Members.

SECTION 6.4 The Club shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

SECTION 6.5 The Club shall furnish to a Member, upon request in writing, within thirty (30) days, a copy of the Club's financial statements for the most recent fiscal year that includes a balance sheet as of the end of the fiscal year, and an income statement for that year. If the annual

financial statements are reported upon by a public accountant, his report shall accompany them. If such annual financial statements are not reported upon by a public accountant, the Chairman of the Board of Directors or the President or the person responsible for the Club's accounting records shall provide the Club Member with a statement of the basis of accounting and a description of any respects in which the statements were not prepared on a basis of accounting consistent with the statement prepared for the preceding year.

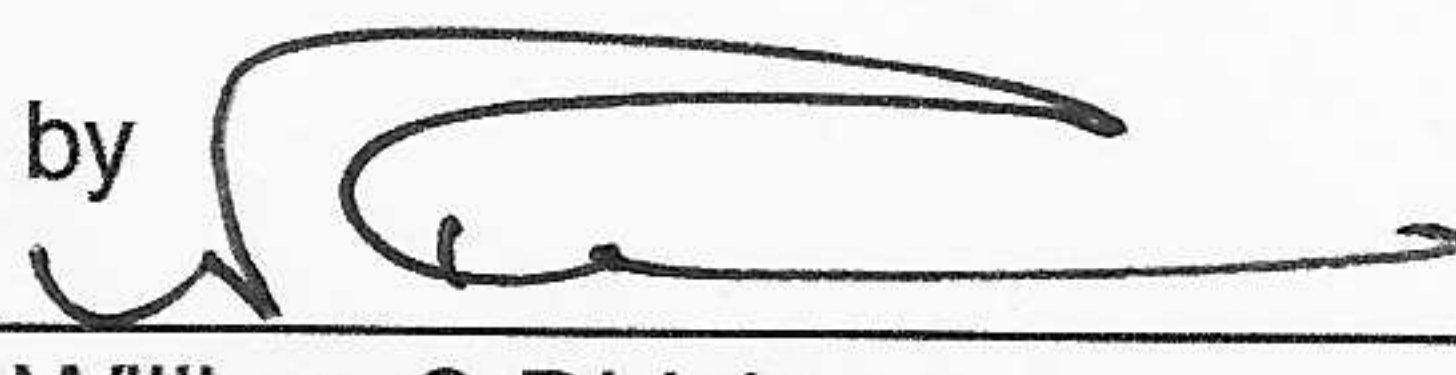
SECTION 6.6 The Club Secretary shall keep a copy of the following records:

- (a) The Club's Articles or Restated Articles of Incorporation and all amendments to them are currently in effect.
- (b) The Club's By-Laws or Restated By-Laws and all amendments to them are currently in effect.
- (c) The minutes of all Club meetings and Board of Director's Meetings, and records of all action taken by the Board of Directors without a meeting, for the past five years.
- (d) A list of the names and business addresses of the Club's current Directors and Officers.

ARTICLE VII AMENDMENTS

SECTION 7.1 Except as otherwise provided by law, these By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Members, upon a majority vote, and the Members may prescribe that any By-Laws made by them shall not be altered, amended or repealed by the Board of Directors.

THESE BY-LAWS HAVE BEEN CREATED IN ACCORDANCE WITH THE CLUB'S CODE OF REGULATIONS AND HAVE BEEN ADOPTED BY THE BOARD OF DIRECTORS AND NOTICE HAS BEEN ELECTRONICALLY SENT TO CLUB MEMBERS OF RECORD ON MAY 28th, 2025.

Attested to by  dated May 25, 2025
Secretary, William C Dirickson

DIRECTORS

SIGNATURES

Steve Olson

George Cahen

Terrence Houser

Joe Treccariche

William Dirickson

