

AUSTIN SILENT FLYERS

BYLAWS

ARTICLE 1 OBJECTIVE

- 1.1.** The core objective of the Austin Silent Flyers (“ASF”) shall be to promote and further the technology of sailplane and electric R/C modeling through technical instruction, demonstration, competition, sportsmanship and other promotional activities as shall be required.
- 1.2** Austin Silent Flyers is and shall remain a non-profit organization.
- 1.3** ASF’s primary purpose and function is Soaring. ASF was established and is to remain operating as a Soaring Club.

ARTICLE 2 MEMBERSHIP

- 2.1.** Applicants and/or members shall possess and maintain a valid membership in the Academy of Model Aeronautics (AMA).
- 2.2.** Members shall conduct themselves in a sportsmanlike manner during all ASF activities and shall abide by the ASF Field & Safety Rules set forth by the membership and posted at the flying field.
- 2.3.** All member's radio transmitters shall be FCC Type-Approved and operated in accordance with FCC regulations.
- 2.4.** Members who wish to operate R/C radios in the Amateur Radio Service shall possess a valid FCC amateur license in the grade of Technician or higher.
- 2.5.** Members shall pay annual dues and/or fees as shall be levied by the Board of Directors.
- 2.6.** Membership shall run from January 1 until December 31 and shall be deemed the fiscal year. Any member joining after July 1 will pay one half of the annual dues for the balance of the fiscal year.
- 2.7.** Extraordinary assessments to the members in any one fiscal year may be made by a vote of two thirds of those members present, at a meeting, called for that purpose, by the Board of Directors.
- 2.8** A member shall be automatically expelled without any action by the Board of Directors, for non-payment of dues, penalties, or assessments. A member may also be expelled, after review by the Board of Directors for failure to comply with ASF Field Rules, Bylaws, and/or the AMA Safety Code.
- 2.9** ASF “reserved” frequency procedures will be strictly enforced as outlined by the Club Field Rules. Reserved Frequency rules and procedures will be adopted into the Club Rules.

ARTICLE 3 OFFICERS AND DUTIES

- 3.1.** Officers and Directors shall be members of ASF. Executive Officers shall be the President, Vice-President, Secretary, and Treasurer. The duties of each Officer relative to ASF shall be as follows:
 - 3.1.1.** PRESIDENT - The President shall conduct all meetings and be jointly responsible with other Officers for discharge of ASF business. The President shall be the official ASF spokesman.

3.1.2. VICE-PRESIDENT - The Vice-President shall plan and schedule ASF events and act in place of the President in case of the President's absence.

3.1.3. SECRETARY - The Secretary shall keep ASF records, attend to ASF correspondence and prepare reports of ASF activities when necessary.

3.1.4. TREASURER - The Treasurer shall receive and dispense ASF funds and prepare a financial report at least annually; said report to be presented at the annual meeting for the election of Officers.

3.1.5. SAFETY OFFICER – The Safety Officer shall be responsible for all aspects of flight safety.

3.1.6. DIRECTORS AT LARGE - Two Directors at Large shall be appointed by the five (5) NAMED elected officers at the first annual January meeting. This election shall be the first item of business. Any member of ASF may nominate themselves or other members for the At Large positions.

3.2. The tenure of Officers and Directors shall be (2) years.

3.3. The President shall not serve more than two (2) consecutive elected terms of office.

ARTICLE 4 BOARD OF DIRECTORS AND DUTIES

4.1. The Board of Directors shall consist of seven (7) ASF members. The current President, the current Vice-President, the current Treasurer, the current Secretary, the current Safety Officer and two (2) Directors -At Large, nominated and elected in accordance with Article 6.

4.2. No acting member of the Board of Directors shall be paid or monetarily compensated.

4.3. If any office of ASF is vacated during an elected term the vacating officer will no longer be a member of the Board of Directors. The Board may then fill the vacancy by holding an extraordinary election, in accordance with Article 6, or wait until the next election cycle.

4.4. Any Board member may call a Board meeting by notifying all other board members with 10 (ten) days notice prior to the meeting. A minimum of 4 board members shall be present for Board decisions to be voted upon. A simple majority vote by those present shall be required to pass any Board decision.

4.5. The duties of the Board of Directors shall be as follows:

4.5.1. Make all business decisions and rules regarding the ASF operation.

4.5.2. Serve as an advisory group to the Officers of ASF.

4.5.3. Serve as a grievance and arbitration committee.

4.5.4. Serve as emergency replacements for Officers.

4.5.5. Suspend, revoke or recommend reinstatement of membership as mandated by these Bylaws.

4.5.6. The two Directors at Large may be assigned special duties and responsibilities by the Board as needed.

4.6. Any ASF member or other individual may attend Board of Directors meetings by invitation of the Board of Directors.

ARTICLE 5 COMMITTEES AND DUTIES

- 5.1. When a committee is appointed by the Board of Directors and/or ASF Officers the duties and length of service of said committee shall be outlined at that time.

ARTICLE 6 ELECTIONS

- 6.1. The election of all ASF Officers except for the Directors At Large shall be held at the ASF meeting in December.
- 6.2. Nominees for ASF Officers have the right to decline nomination.
- 6.3. The nominees shall be elected to their offices by a simple majority vote of the members present at said meeting. Absentee members shall submit their vote, to the President of the Board of Directors, in writing prior to the meeting at which the vote is to be taken.

ARTICLE 7 MEETINGS

- 7.1. A regular ASF general membership meeting shall be held each calendar quarter. [If convenient - General Membership meetings can occur on the same dates with regular board meetings].
- 7.2. Meetings shall be called to order and conducted by the President. In the President's absence, the Vice-President, Secretary, Treasurer, or Safety Officer shall preside.
- 7.3. All meetings shall be conducted in an informal manner except that of ASF business decisions, which the Board of Directors has opened to the members, shall be made according to Robert's Rules of Order.
- 7.4. The Board of Directors shall meet on a regular basis at a time and place as directed by the President or less frequently if agreed to by a majority vote of the board.

ARTICLE 8 GRIEVANCE PROCEDURE

- 8.1. Any member of the ASF, who directs any threat, intimidation, physical harm, intentional equipment damage or action deemed to be retaliatory by the Board of Directors and/or whose activities are considered to be undesirable to the best interest of the ASF, is subject to suspension, expulsion or removal from office.
- 8.2. The Board of Directors shall request a written response from the accused and shall by majority vote decide on the action to be taken.
- 8.3. Charges believed to warrant disciplinary action will be submitted to the President in writing. Less severe violations will be noted by a verbal or written warning dependent on the situation. If the President and Executive Officers concur with the severity of the charges, the President will relay such charges to the accused. The accused may: (a) answer the allegations and request that both the charges and defense be submitted to the members; (b) make no response and thereby automatically tender his resignation; or (c) formally submit his resignation. If a response to the President's request for a statement of defense is not forthcoming within thirty (30) days after date of the request, it is assumed that the accused plans no reply.
- 8.4. The President, with concurrence of the Executive Officers may dismiss all charges on the basis of the accused reply, or submit the statement of charges and defense to the members with a specific recommendation for disciplinary action. Authority for such recommendation requires affirmative simple majority of all votes received by the Executive Officers.
- 8.5. Charges made against the President will be directed to and processed by the Vice President. Executive Officers accused of acts warranting disciplinary action will not sit on the Executive Officers board during discussion or processing of such action.

8.6 Both or all parties to the disciplinary action will be notified in writing of the Executive Officers and/or the membership-at-large decision.

8.7 The Executive Officers and/or the membership-at-large decisions are final and are not subject to appeal.

ARTICLE 9 BYLAW AMENDMENTS

9.1. These Bylaws may be changed by amendment. An amendment, proposed by the Board of Directors, shall be read at a regular meeting, published and disseminated to all members, and shall be voted upon at the next regular ASF meeting. The proposed amendment shall be ratified by a simple majority vote of the members present at said meeting. Absentee members shall submit their vote, to the President of the Board of Directors, in writing prior to the meeting at which the vote is to be taken.

ARTICLE 10 ASF PROPERTY

10.1. Equipment, supplies, etc. purchased with ASF funds, or purchased by an individual and so designated, shall be the property of the ASF (Austin Silent Flyers).

10.2. Terminated or voluntarily withdrawn members shall immediately return all ASF property in their possession.

ARTICLE 11 DISSOLUTION

11.1 The ASF shall only be dissolved with the approval of a two-thirds (2/3) majority vote of the total membership. This vote shall take place at a meeting arranged by the Board of Directors who shall announce the meeting by any written means, including the internet, at least thirty (30) days prior to the date of the vote. Absentee members shall submit their vote, to the President of the Board of Directors, in writing prior to the meeting at which the vote is to be taken.

11.2. Upon dissolution of ASF, the Board of Directors shall:

11.2.1. Firstly pay off all liabilities.

11.2.2. Secondly dispose of all the assets of ASF exclusively for the purposes of ASF to such other organization or organizations operated exclusively for non-profit activities as defined in Section 501(c) of the Internal Revenue Service Code of 1986.

11.2.3. Finally any assets not so disposed of shall be disposed of by the Court of Common Pleas exclusively for such purposes and to such organizations, as said court shall determine.

ARTICLE 12. EXPENDITURE OF FUNDS

12.1. Expenditures of less than \$50.00 can be made with the approval of any member of the Board of Directors.

12.2. Any expenditure above \$50.00 will require the approval of a majority of the Executive Officers.

12.3. Any expenditure above \$300.00 will require the approval of a majority of the Board of Directors.

12.4. All financial transactions (checks, contracts, and related documents) will require the signatures of any two of the current Executive Officers.