

Greensboro Radio Aeromodelers Association, Inc.

By-Laws

Computerized 1/2010—Updated 5/3/15

I. NAME, OFFICE LOCATION & SEAL

1. The formal name of the Corporation shall be Greensboro Radio Aeromodelers Association, Inc. and shall be known and designated herein by the short title of GRAMS.
2. The principal office of the Corporation shall be located in Guilford County, North Carolina.
3. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "Greensboro Radio Aeromodelers Association, Inc." The words and figure "North Carolina — 1979" shall also appear on the seal. The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

II. OBJECTIVES

The objectives of this Club shall be:

1. To promote interest in and encourage the construction, design, building, and flying of radio control (RC) model aircraft.
2. To promote the development of fellowship among Club members and guests through participation in general sport flying, social events, competition, exhibitions and other RC-related activity.
3. To provide through lease, ownership, or other means, facilities available to members and guests to conduct flight operations and/or social events.
4. To uphold and support the policies and guidelines set forth by the Academy of Model Aeronautics (AMA).

III. MEMBERSHIP

Initiation of Membership

Any person may join GRAMS if the person:

1. Is interested in promoting the purposes of GRAMS.
2. Is a member in good standing of the AMA. New GRAMS Members must obtain or hold an AMA Membership to gain flying privileges. Flying without a current AMA membership is absolutely prohibited.
3. Provides all required information requested by the GRAMS Membership Application.
4. Is accepted for Membership by Board of Directors. All New Membership Applications will be screened by and voted on by all members of the Board. Applications that are approved by the Board will be presented to the GRAMS Members for an approval vote at a regular membership meeting. Applications that are not approved by the Board will be terminated without appeal and will be recorded in the minutes of the Board of Directors meeting.
5. Is accepted for Membership by the affirmative vote of a majority of the members attending a regular meeting or special meeting.

All GRAMS members are bound by the Rules and Regulations set forth by the Corporation. All GRAMS members who sign the Membership Application agree to the terms specified or implied by the GRAMS Code of Conduct as defined on the GRAMS Membership Application.

Revocation of Membership

Any GRAMS Membership may be revoked by five affirmative votes of the Board Members at a regular or special Board meeting if:

1. Member fails to pay GRAMS dues in a timely manner as described by the GRAMS Membership Application.
2. Member fails to maintain good standing in AMA. Renewing GRAMS Members must maintain an AMA Membership to retain flying privileges. Flying without a current AMA membership is absolutely prohibited.
3. Member fails to abide by the objectives of the Corporation.
4. Member fails to abide by the rules or regulations adopted by the Corporation by deeds or words, or after due warning has willfully and persistently disregarded rulings, or has placed the Club in a compromising or embarrassing position. This includes falsifying information.
5. Member engages in theft, vandalism, or unauthorized use of Corporation property including Corporate assets authorized for use offsite. All assets purchased or developed for use by the Corporation using Corporate funds shall remain property of the Corporation unless specified otherwise. The Corporation reserves the right to pursue legal redress against the offending party if deemed appropriate.

Appeal of Membership Revocation

Any member whose membership has been revoked may submit an appeal in writing to the Board for consideration. The submission of the appeal does not guarantee or imply reinstatement. The appeal must:

1. Include signatures of at least 20% of the current Club Membership.
2. Be submitted in writing within 30 days of revocation.

Reinstatement of Membership

Any former GRAMS Member whose membership has been revoked can request reinstatement. Reinstatement requires five affirmative votes of the Board of Directors. Requests must be sent in writing to the GRAMS Board of Directors. Requests will be considered if:

1. A period of no less than 12 months has passed since the revocation.
2. The member holds a current AMA Membership.

Meetings of the Membership

Meetings of the Membership shall be held monthly unless otherwise noted. Location of all meetings will be in Guilford County at locations to be determined by Board of Directors. Meeting times will be determined by Board of Directors and communicated via email, phone, newsletter, and/or internet at least seven days prior to meeting.

Nomination Meetings will be held in November. Nominations for all Officers and Members At Large (collectively the Board of Directors) shall be collected at the November meeting.

Election Meetings shall be held in December. Results of election will be given at Election Meeting. For election procedures, see section on Board of Directors.

Special Meetings of members may be called at any time by the President, Secretary, or Board of Directors, or by any member pursuant to the written request of not less than 1/5th of all Club members. The purpose of the Special Meeting will be stated in the meeting notice.

Voting on issues may take place at Membership Meetings and/or by mail-in ballot. Any vote which takes place at a Membership Meeting requires a quorum to be present. Quorum is defined as 33% of the membership of the Corporation. A majority (50% + 1) of the votes cast at a Membership Meeting will result in the passage/failure of the proposed issue as defined by the motion at the meeting. In the absence of a quorum at the opening of any meeting of members, such a meeting may be adjourned by a vote of the majority of the members in attendance. Discussion may continue without a quorum but no vote can take place.

In the event of a mail-in ballot, all members in good standing shall have the opportunity to vote. A majority of the votes returned will result in the passage/failure of the proposed issue as defined by the ballot.

Critical issues will be handled by the Board of Directors. Critical issues include but are not limited to issues affecting the safety, preservation, or protection of the Corporation and its Membership, and issues specific to Corporate Assets, which include but are not limited to the field property, structures, facilities support equipment, website, newsletter, equipment which supports the newsletter or website, and/or services which support the newsletter or website or other property which present the Club's image.

IV. BOARD OF DIRECTORS

Identification of Board of Directors

The Officers and the Members At Large are collectively the Board of Directors of the Corporation. The terms "Board" and "Directors" will refer to both Officers and/or Members At Large. Actions taken by the Officers and/or the Members At Large will be described as "Board Actions".

The GRAMS Board of Directors shall consist of:

- President (Chairman of the Board)
- Vice President
- Secretary
- Treasurer
- Safety Officer
- Members At Large (2)

Powers

The business and affairs of the Corporation shall be managed by its Board of Directors. At all Membership and Board Meetings, the President shall preside. In his absence, the Vice President shall preside.

All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of North Carolina, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation such powers as they may see fit. The Board may appoint persons within or outside of the Corporation to positions which directly affect the assets of the Corporation, including Field Marshal/Facility Management, Website Master, and/or Newsletter Editor (must be club member) as needed.

Number & Term

The number of Directors constituting the Board of Directors shall be seven. Each Director shall hold office until his term expires or until his death, resignation or removal. The term for each position will be one year. Any member of the Board may be re-elected for subsequent terms.

Nomination of Directors

Nominations of Directors shall be collected at the November meeting prior to the December election meeting. Any Club member may make or be nominated for any Board Member position in person or by proxy. If no nomination(s) is (are) made, the previous Board Member(s) in that position may continue to serve in the position for the next year if the Director(s) so desire.

The Members At Large will consist of the past President and one additional Club member. Should the past President be unwilling or unable to serve, the position shall become a second At Large position elected by the Club members.

Election of Directors

Directors shall be elected for the new fiscal year at the end of the previous fiscal year (December). Those persons receiving the highest number of votes shall be deemed to be elected. Directors-elect will take charge immediately after the election to prepare for the first meeting of the new year.

Board Member & Board-Appointed Position Descriptions

President (Chairman of the Board)

The President shall be the chief executive officer of the Corporation, and shall have general and active management of the affairs of the Corporation. He shall see that all orders, resolutions and policies of the Board of Directors are carried into effect, and he shall have the general powers and duties of the supervision and management usually vested in the President of such a Corporation.

Vice President

The Vice-President (VP) shall perform the duties and exercise the powers of the President during the absence, death, or disability of the President, and shall perform such other duties as may be assigned to him by the President or other Board Members.

Secretary

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. He shall have custody of the Corporate Seal and shall have the authority to affix the seal to all instruments where it is required. He shall attend and keep the minutes of all the meetings of the Board of Directors. He shall, in general, perform all the duties incident to the office Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the President or the Board of Directors.

Treasurer

The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He shall be responsible for all such payments as may be necessary or proper to be made on behalf of the Corporation, and he shall be responsible for the safekeeping of all revenues received by the Corporation. He shall sign and retain all original receipts and vouchers and, together with such officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation. He shall maintain a working account retaining sufficient funds to cover immediate anticipated expenses. Moneys in excess of immediate needs will be retained in a reserve account for transfer into the working account as the need arises, such transfer requiring authorization by the Corporation President and Secretary or any other combination of officers designated by the Board of Directors excepting the Treasurer. He shall enter regularly on the books of the Corporation to be kept by him for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Corporation, and shall exhibit such books at all reasonable times to any director or member on application at the offices of the Corporation.

The Treasurer shall submit an annual budget projection to the Board of Directors at their January meeting for approval. At the July Board Meeting, or at any time if so requested, he shall inform the Board of actual Corporation expenses compared to budgeted expenses. He shall seek Board approval for any unbudgeted expense exceeding one hundred and fifty dollars. He shall report regularly to the general membership on the financial status of the Corporation including total account revenue. He shall in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the President or Board of Directors.

Safety Officer

The Safety Officer shall be the AMA Liaison for acquiring and implementing all safety rules issued by the AMA. He shall communicate all alerts and notices as issued by AMA to the Board for review before acting unless directed otherwise by the Board. He shall perform inspections of Club members' and guests' aircraft prior to their participation in Club-sponsored, AMA Sanctioned events. He shall inform Club Members and enforce all Club Rules & Regulations as needed. He shall do and perform such other duties as may be assigned to him by the President or the Board of Directors.

Members At Large (2)

Members At Large (MAL) shall be elected representatives of the Club Member general population. MAL will attend and participate in Board Meetings and Board Actions as determined in these By-Laws. MAL shall do and perform such other duties as may be assigned to MAL by the President or the Board of Directors.

Web Master

The Web Master is a Board-Appointed position. The Web Master will edit, maintain, and otherwise service the Corporation's official website. The website will be used to communicate Club business issues, Rules and Regulations, Board Member contact information, meeting times, event times and details and other information as ordered by the President or the Board of Directors. The website will contain information for and about the Club and its Membership and will support the objectives of the Corporation in a positive manner.

This position supports a corporate asset, the corporate website and image. Any deviation in support or sign of detriment to the Corporation's Objectives may result in the immediate replacement of the appointment and/or removal from the Club. Refusal to return or attempts to sabotage or otherwise damage the asset will result in automatic dismissal from the Club and/or possible criminal prosecution as allowed by North Carolina laws.

Field Marshal

The Field Marshal is a Board-Appointed position. The Field Marshal will take care of the facility through direct action or supplemented contract or Membership assistance. Actions taken outside of basic field/building maintenance (mowing, filling, rolling, painting) will be taken to the Board for approval. Actions requiring substantial capital (money, man-hours) will be subject to review by Board and possibly the General Membership, unless the required action is needed to restore the facility to a useable condition.

This position supports a corporate asset, the field and supporting structures. Any deviation in support or sign of detriment to the Corporation's Objectives may result in the immediate replacement of the appointment and/or removal from the Club. Refusal to return or attempts to sabotage or otherwise damage the asset will result in automatic dismissal from the Club and/or possible criminal prosecution as allowed by North Carolina laws.

Newsletter Editor

The Newsletter Editor is a Board-Appointed position. This position must be a Club Member. The Newsletter Editor will prepare, produce and distribute the GRAMS' Newsletter as directed by the President and the Board of Directors. Content will be provided by the President and other Board Members as needed. All content will be approved by at least one Board Member before distribution.

This position supports a corporate asset, the corporate press and image. Any deviation in support or sign of detriment to the Corporation's Objectives may result in the immediate replacement of the appointment and/or removal from the Club. Refusal to return or attempts to sabotage or otherwise damage the asset will result in automatic dismissal from the Club.

Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum, or by the sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

Directors shall not receive any stated salary for their services as such, but may be reimbursed for any actual and reasonable expenses incurred on behalf of the Corporation.

Removal

Any officer may be removed from office by five affirmative votes of all Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, misfeasance, for conduct detrimental to interests of the Corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes.

Voting

Any Director shall be disqualified from voting in any proposed action affecting the Director in his capacity as such, as an officer of the Corporation or as a member distinct from the Membership in general.

Board Meetings (Regular)

The Board of Directors shall meet at least once each month, usually one week before the General Membership meeting. Time and location shall be determined by the Board.

Board Meetings (Special)

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Notice of Meetings

Regular Meetings of the Board of Director may be held without notice. The person or persons calling a Special Meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Quorum

A majority (50% + 1) of the number of Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event that an even number of members is present at the time of vote, the President will not vote unless a tie is achieved. If the President is not present at the time of voting, the VP will break the tie, if VP is not present, the tiebreak will be up to the Secretary, or Treasurer. If none of the top four officers are present, a quorum, by definition, will not be present.

Informal Action by Directors

Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

V. CONTRACTS

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract of execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to at specific instance. However, no loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

The Directors of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as agents for other persons or Corporations, or may be interested in the same matters as members, Directors, or otherwise; provided, however, that any contract, transactions, or act on behalf of the Corporation in a matter in which the Directors are personally interested shall be at arm's length and not be in violation of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit.

VI. PROHIBITION AGAINST SHARING IN CORPORATION EARNINGS

No Member or Director or employee of the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation of effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation when remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to such nonprofit institutions upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to be used by such nonprofit institutions receiving the same for such similar or kindred purposes as are set forth in the Certificate of Incorporation of the Corporation and any and all amendments thereto.

VII. INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatsoever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

VIII. AMENDMENTS

The Board of Directors shall have power to make, alter, amend, and repeal the By-Laws of the Corporation by a 6-1 vote of the Board, provided, however, that the action is proposed at a Regular or Special Meeting of the Board and adopted at a subsequent Regular Board Meeting, except as otherwise provided by law. All By-Laws made by the Board of Directors may be altered, amended, or repealed with exception of Article VI, which cannot be amended or repealed.

IX. DUES

Dues shall be payable in the month of June of each calendar year or upon the application for Membership to the Club. The amount of dues to be paid will be fixed according to the needs of the Club. In the event that it becomes necessary to revoke or terminate a Membership, no reimbursement of paid dues will be made to the terminated member. The gate key in possession of the terminated member will be returned to the President of GRAMS.