

BY-LAWS

Article 1 Duties

Section 1 Board of Directors: The Board of Directors shall provide guidance and management of the affairs of the SPIRITS' and shall have the authority to recommend and administer club policies. (Policy refers to the process of making important organizational decisions, including the identification of different alternatives such as programs or spending priorities, and choosing among them on the basis of the impact they will have.) Board decisions may be made by a two-thirds (2/3) majority vote of the Board of Directors. During the course of a Board of Directors meeting voting may be in person, phone-in, or e-mail. Board decisions shall be consistent with the stated purposes and objectives of the AMA as set forth in its By-Laws and, where those By-Laws are not specific, vested in the sound discretion of the Board of Directors. Board meetings are open to any member that wants to attend. Member may provide input to the Board. Minutes of each Board meeting will be documented and made available to the members if requested. All decisions of the Board shall be approved by a simple majority vote of the general membership at a regular club meeting in accordance with Article 6, Meetings & Voting, Section 3. The Board of Directors understands that total transparency is a requirement, and it is the members who make the final decisions.

Section 2 President: The President shall preside at all meetings of the club and shall act as spokesperson in all matters pertaining to it.

Section 3 Vice-President: The Vice-President shall act for the President when he/she is unable to serve and is to maintain an accurate record (including place of storage) of all club assets.

Section 4 Secretary: The Secretary of the club shall record minutes of regular club meetings, Board of Directors meetings, Special Meetings, and handle all correspondence pertaining to club activities.

Section 5 Treasurer: The Treasurer shall collect all moneys due and shall keep a record of moneys disbursed by the club. The Treasurer shall also maintain a running or continuous "budget tracker" or ledger showing every month's transactions for the fiscal year (November to October) that is to be provided at each regular club meeting for all the members to view.

NOTE: Any expenditure beyond the approved budgets established at the beginning of the fiscal year for doing normal business are to be approved by the members by a simple majority vote at a regular club meeting, in accordance Article 6, Meetings & Voting, Section 3. Estimates for expenditures beyond the budgets established at the beginning of the fiscal year are to be provided for membership review. (Currently normal business includes the following budgeted items; Presidents emergency fund, field lease, field maintenance, field improvements, field mowing, insurance, club business, bank charges, property taxes, newsletter, membership, postage, website, sanction fees, AMA, prizes or awards, porta-potty, flight instructor program, electricity, charity or donations, miscellaneous expenses, and club events.)

Section 6 Field Committee Chairman: The Field Committee Chairman shall ensure that the field and equipment are properly maintained and recommend improvements or changes.

Section 7 Safety Committee Chairman: The Safety Committee Chairman shall be responsible for chairing the safety committee and ensuring existing safety rules are enforced. This includes processing the grievance forms and following the existing grievance procedure documented in the By-Laws.

- Section 8** Contest and Event Committee Chairman: The Contest and Event Committee Chairman shall be responsible for setting up a meeting, for coordinating and establishing, in conjunction with all the club's Contest and Event Directors, a schedule for the next contest and event season. The schedule will be proposed by the Contest and Event Directors, and approved by the members at the earliest possible meeting. The Contest and Event Committee Chairman is responsible for coordinating with other clubs in the area to preclude conflicts in contest/event scheduling. Weather rescheduling of any contest or event is at the discretion of the Contest or Event Director. Club will provide AMA sanctioning fee for all contests or events conducted by AMA licensed Contest Directors.
- Section 9** Membership Chairman: The Membership Chairman shall be responsible for collecting all membership dues, verifying applicant has provided required proof of AMA membership, and maintain the official club roster (in accordance with Article 7, Section 6).
- Section 10** Newsletter Editor: The Newsletter Editor shall be responsible for coordination, and publication of the Spirits' monthly newsletter "Flight Lines". Each new issue of the newsletter, in electronic form, shall be supplied to the web-master for inclusion on the Spirits' web site where it is accessible to the membership, and the public. It is recommended that an associate editor will act as assistant editor and will review the newsletter for accuracy, grammar, spelling and content before being published to the website. A monthly newsletter will be published on the web-site no later than one week before the next regular club meeting.
- Section 11** Web-Site Web-Master: The Web-Site Web-Master shall be responsible for maintaining the Spirits' official web-site, and its entire contents. It is recommended that an associate web-master with edit capability of the web-site, act as assistant editor to review accuracy, grammar, spelling and content before changes are published to the web-site. Photographs may be promptly posted without review. Care must be taken to assure caption accuracy.
- Section 12** Meeting Activity Coordinator: The Meeting Activity Coordinator shall be responsible for coordinating model-related activities immediately following the business portion of the meeting. If possible an e-mail, or notice in the club newsletter, will be sent alerting the members what topic will be presented at the next regular club meeting.

Article 2 Audits

- Section 1** The President or his appointee will make a periodic audit of the Treasurer's books. An audit may be requested by any club member.

Article 3 Terms of Office

- Section 1** All elected officers of the SPIRITS' shall serve for one (1) year from date of election. Officers are to be elected by a simple majority of votes cast by the members at the regular club meeting in the month of October. E-mail ballots will be made available to all members immediately after the September monthly meeting. Those ballots, returned by e-mail before the October meeting, will be counted as if those persons were present at the meeting. Votes are cast according to Article 6, Meetings and Voting, Section 3. New officers will take office immediately after the adjournment of the October meeting. Personnel will be appointed by the elected officers and confirmed (if a vote is requested) by a simple majority of votes cast by those members present during the November monthly club meeting: i.e. Newsletter Editor, Web-Site Web-Master, Meeting Activity Coordinator, and Committee Chairmen. One (1) additional full member may

volunteer to serve on the Board provided he or she is approved by a simple majority vote (if a vote is requested) of the general membership present at a regular club meeting.

Section 2 Nomination of club officers shall be made at the general membership meeting in September. Nominations for office may be made by any active club member holding voting rights, either in person or by submitting a proxy nomination via e-mail to a current Board member. All known nominations for each office will be published in the newsletter at least one week prior to the October election.

Section 3 Secret ballots are required for elections, for removal of a club officer, a member of the Board of Directors, and for suspension or termination of a member from the club unless waived by a simple majority of votes cast by the members at a regular club meeting.

Article 4 Vacancies

Section 1 In the event of the resignation, suspension, termination, or death of an elected officer, another officer (preferred), or Board member, may be appointed by the remaining Board members to fill the position in an acting capacity until a permanent replacement is appointed. A permanent replacement in any office shall be filled by appointment, in a timely manner, by the remaining officers, or remaining Board members. Such appointee will serve until the end of the term for which their predecessor was elected or appointed. Appointees must be approved (if a vote is requested) by the general membership at a regular club meeting.

Article 5 Committees

Section 1 The committees of the club (Safety and Field) shall be appointed by the President and may be approved by a simple majority vote of the members present at a meeting (if a vote is requested), to serve throughout the term of the tenure of the officers. Standing Committees are the Safety Committee and the Field Committee. By definition the Committees ideally will consist of more than just the Committee Chairperson. All other club positions to include Contest and Event Committee Chairman, Membership Chairman, Newsletter Editor, Web-Site Web-Master, Meeting Activity Coordinator, and one (1) additional full member serving on the Board are voluntary positions.

Article 6 Meetings and Voting

Section 1 Regular club meetings shall be held at a time and place designated by the club Board of Directors, published in the club newsletter, and on the web-site. President's Notes, Secretary's minutes of the regular club meeting, and any articles, are to be provided to the Newsletter Editor no later than 5 days following the meeting.

Section 2 Board of Directors may call Special Meetings for all members with no less than five days prior written notice (for those members without an e-mail address), and an e-mail notice of a Special Meeting. The purpose of the Special Meeting shall be stated in the written and e-mail notice. Minutes of the Special Meeting will be recorded by the Secretary.

Section 3 At any regular club meeting a simple majority shall be over 50% of the members votes cast at the meeting unless required otherwise, e.g. Article 7, Section 2, and 4, Article 9, Section 4, Article 10, Section 1, Article 13, Section 1, and Article 16, II, D, 3 and to include any mail-in or e-mail votes.

Amendments to the Constitution, By Laws, and Safety Rules require a 2/3 majority of the votes cast by the members voting. Voting may be done at the regular club meeting or by e-mail no later than the day before the meeting. E-mail ballots will be made available to all members with e-mail addresses on the current club membership roster. E-mail ballots will include the voting judges' return e-mail addresses. Submitted e-mail ballots must include the voter's name. Ballots without names will not be counted. If requested all ballots will be available for review for a period of two months.

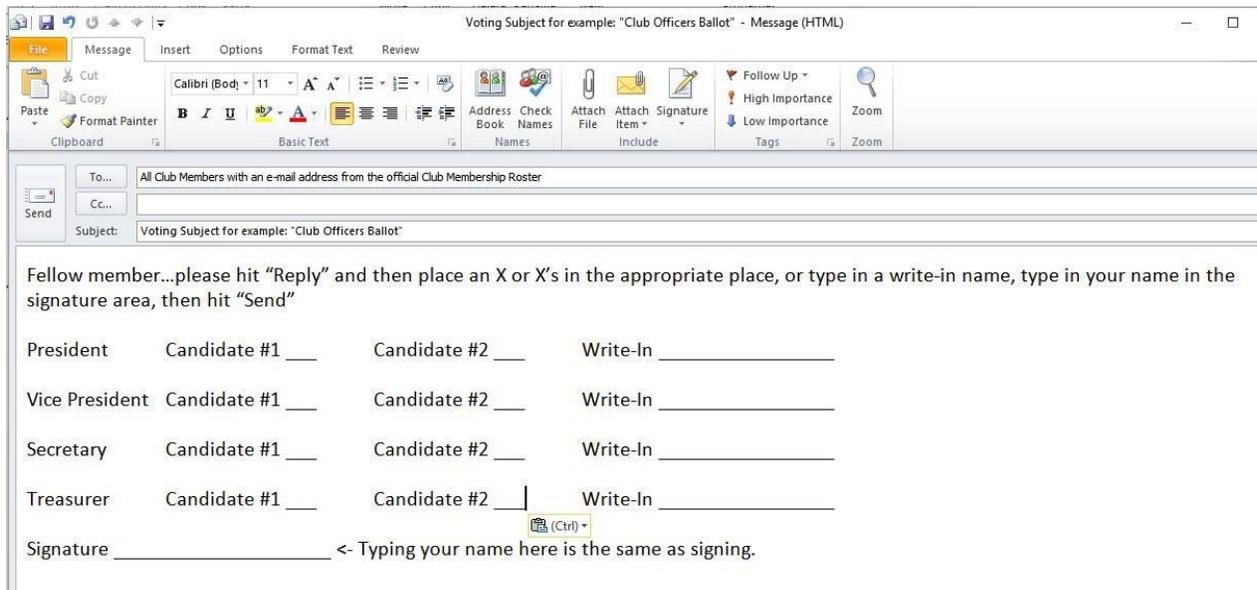
Section 4 **E-mail Voting**

E-mail voting only applies to changes to the Constitution, By-Laws, Dues Changes, Election of Officers, Expenditures beyond the Approved Budgets, Special Assessments, Types of Membership and Limits, or Dissolution of the Club

E-mail Voting Process

1. When e-mail voting is required the club secretary will prepare a ballot and email it to all members on the current club membership roster.
2. The ballot will have two or more places for the member to vote on the proposed ballot subject. The ballot will also have a place for the member to type in their name which is the same as "signing" when using e-mail over the Internet. Ballot will not count if not signed.
3. When the member receives the e-mail they simply "Reply" to the club secretary.
4. Member places an X in the appropriate place(s), or adds a write-in name vote if applicable, types in their name in the space provided, and then hits "Send". Each family member has one vote and is indicated by placing an X in their choice. Example: A family of three could place 3 X's for one choice like Yes XXX, or Yes X and No XX, or any combination that equals 3 votes.
5. E-mail votes must be returned to the club secretary no later than the day before the next club meeting.
6. The secretary will tally the votes and bring the results to the next meeting, so they can be added to votes made at the meeting by members who did not vote by e-mail.

A sample of how a voting e-mail may look, as received from the club secretary, is shown below.



Section 5 Any member of the club may initiate a formal request for action by the Board of Directors by submitting a written proposal to the President of the Board. The proposal shall include a written description of the nature, type, and extent of the Board action recommended. The President of the Board shall forward copies of the proposal to all other members of the Board of Directors for their consideration. Either the President of the Board, or any other Board member, will have the matter placed upon the working agenda of the next regular club meeting.

Article 7 Dues and Membership

Section 1 The club membership dues are for one year, January 1 to December 31. The annual dues to be paid to the club shall be determined by the Board of Directors. Approval of dues changes are required by the general membership. If a change to the dues is requested by the Board of Directors the recommended amount and reason for the change in dues will be documented in the club newsletter, e-mailed, or mailed to all members. Approval of dues change is required by the general membership. Votes are cast according to Article 6, Meetings and Voting, Section 3. Dues are not refundable, except under extraordinary circumstances, which will be determined by the Board of Directors, and approved by the general membership at a regular club meeting.

Section 2 No special assessment shall be levied upon the club membership, unless it is approved by a vote of two-thirds (2/3) majority of the votes cast and the members have been given five (5) days prior notice along with an explanation of the assessment. Votes are cast according to Article 6, Meetings and Voting, Section 3.

Section 3 A member shall not be considered active and have no flying or voting rights if his or her dues have not been paid for the following year by December 31. Any member who allows their membership to lapse beyond December 31 shall be considered in arrears after the adjournment of the March meeting and will be subject to an "In Arrears Fee" as noted on the Membership Application.

- Section 4** Types of membership and limits on the total number of members shall be determined by the Club officers and approved by a vote of two-thirds (2/3) majority of the votes cast by the members. Votes are cast according to Article 6, Meetings and Voting, Section 3.
- Section 5** Membership dues are in accordance with the rate structure documented on the Membership Application for the Spirits of St. Louis R/C Flying Club.
- Section 6** The club's Membership Roster with all current contact information, to include: name, address, city, state, AMA number, e-mail address, and telephone number is to be made available to any member who requests a printed copy and may not be used for any purpose whatsoever other than to conduct club business.

Article 8 Member Standing

Section 1 All persons shall be eligible for membership in the SPIRITS', and shall agree to abide by its Constitution, By-Laws, Safety Rules, and those of the AMA.

Section 2 The membership shall be divided into the following categories:

New Member: Anyone who was not a club member the previous year. This definition does not apply to a previously contiguous member who has been reinstated after disciplinary action, or suspension, as opposed to a previous member re-joining after several years of being a non-member.

Full Member: Is nineteen (19) years old or older and have full privileges and voting rights. Dues: Full Member rate plus AMA Membership.

Youth Member: Is younger than nineteen (19) years old, has full privileges and voting rights. Dues: Youth Member rate plus AMA Membership.

Family Membership: Includes all flying members of the immediate family (Spouse and Children). They have full privileges and voting rights. Dues: One (1) Full Membership plus One (1) Youth Membership, plus AMA membership for each flying member. Youth members must have AMA membership to vote. Children are included until their 19th birthday and from their 19th birthday until their 25th birthday, provided they remain continuously dependent upon their parents for their principal support, and live at the same address.

Associate Member: A Non-Flyer, who is interested in the activities of the club, and has voting rights. Dues: Associate Member rate. Associate Members (Non-Flying) do not require AMA membership.

Probationary Member: A new member within the first calendar year of membership. This member is not eligible for elected office; however, they may serve the Club in an appointed position. Member has full voting rights at club meetings.

Section 3 Flying members will be required to hold and maintain a license issued by the AMA. All first-time flying members' applicants, as well as present flying members seeking membership renewal, must show proof of current membership in the AMA.

Section 4 Before joining the club, new applicant(s) shall be introduced in person, or by their sponsor. The membership, by a majority vote of the members present at a meeting, shall approve any applicant for membership. The new applicant will be on probation for one (1) calendar year subsequent to the approval of his or her application for membership. After this probationary period has ended, his or her membership application may again become subject to the approval of the club members. Probationary members are ineligible to hold any elected office in the Club.

Section 5 Any member receiving a Safety Grievance as stated in Article 16, who is involved in non-flying violations, or who has key information of a non-flying violation and withholds it from the Board of Directors, may at the Board of Directors' discretion, be placed on probation for one (1) year regardless of his or her tenure in the club, with approval by the general membership at a regular club meeting.

Article 9 Resignations, Termination, Disciplinary Action, Suspension and Reinstatement of Membership

Section 1 Any member in good standing may resign his or her membership by giving written notice to the SPIRITS'.

Section 2 If any member ceases to be a member of the AMA his or her membership in the SPIRITS' shall thereby be suspended and subject to reinstatement upon restoration of AMA membership.

Section 3 This section provides for enforcement of the Safety Rules that are related to flying activities. Any other unacceptable behavior by an individual member or members brought to the attention of the Board of Directors, or as defined by the Board of Directors, becomes the responsibility of the Board of Directors as stated in Article 1, Duties, Section 1 of these By-Laws, and board decisions must be approved by the general membership. Votes are cast according to Article 6, Meetings and Voting, Section 3.

Section 4 Any individual may be subject to suspension (To bar for a period of time from a privilege, office, or position, usually as a punishment), or terminated, (Termination is permanent) from membership from the SPIRITS' if recommended to the entire membership by a two-thirds (2/3) majority vote of the Board of Directors. If in the Board of Directors' determination, such individual willfully commits any act or omission which a violation of any of the terms of these Articles of Incorporation and By-Laws is, or the By-Laws of the AMA, AMA Model Aircraft Safety Code, or which is detrimental to the SPIRITS', the AMA, or to model aviation.

1. Actions deemed detrimental to the SPIRITS', the AMA, or to model aviation must be defined in writing, and provided to the individual, stating why the individual is being recommended for suspension, or termination.
2. The accused must be given the opportunity to defend their case and be heard before the membership at a regular club meeting.

3. Basic procedural fairness requires adequate notice of the reasons for suspension, or termination and a reasonable opportunity to respond.
4. The suspension or termination shall be shall be determined by a vote of the members at a regular club meeting.

Section 5 Any member who resigns, or is suspended from membership, may be reinstated to membership only by a majority vote of the Board of Directors, and approved or disapproved by the general membership at a regular club meeting. A resigned or suspended contiguous member, upon being reinstated, will be considered rejoining as opposed to being a new member, and not on probation. There will be no other fees imposed. Votes are cast according to Article 6, Meetings and Voting, Section 3.

Section 6 The Board of Directors shall have the discretionary authority to provide for and to impose written disciplinary action of a member for such acts or omissions which do not justify suspension or termination from membership and the disciplinary action must be approved by the general membership at a regular club meeting. Votes are cast according to Article 6, Meetings and Voting, Section 3.

Section 7 Any member who directs any witnessed retaliatory action against another member will be subject to suspension from the club. This is to include verbal or written threats, intimidation, physical harm, intentional equipment damage or, after review, any other action deemed to be retaliatory by the Board of Directors. Such suspension must be approved by the members at a regular club meeting. Votes are cast according to Article 6, Meetings and Voting, Section 3.

Article 10 Amendments

Section 1 Amendments may be recommended by any member. Changes may be made to the Constitution and these By-Laws at any general meeting of the club membership provided the members shall have been notified by mail, e-mail, or posted on the web-site at least five (5) days in advance that the amendments are to be considered. Copies of the proposed amendments shall be posted in the club newsletter, or on the club web-site, as part of the notification. Amendments shall be approved by no less than a two-thirds (2/3) majority vote of the total members who vote. Votes are cast according to Article 6, Meetings and Voting, Section 3.

Article 11 Special Funds

Section 1 The Treasurer of the club is authorized to receive contributions or specially obtained funds from any individual or institution, to be applied to the operating expenses of the club.

Section 2 The President will have an emergency fund of up to a maximum of \$500.00 in any one year that doesn't require prior club membership approval for expenditures from the fund. The emergency fund is to be used only for an expenditure that exceeds the budgeted amount for an application that can't wait to the next regular club meeting for membership approval. It is not to be used for random purchases not included in the approved projected budget. Expenditures should benefit the entire club membership

Section 3 The Treasurer will keep a running account of emergency fund spending by the President, as a separate line item in the budget tracker or ledger.

Article 12 Duration

Section 1 The duration of this club shall be perpetual.

Article 13 Dissolution

Section 1 The Corporation may be dissolved with the approval of a two-thirds (2/3)-majority vote of the total membership.

Article 14 Incorporation

Section 1 The incorporation of this membership shall be a minimum of three (3) of the four (4) elected officers.

Article 15 Logo

Section 1 The official club logo shall be:



Article 16 Grievance Procedure (Flight and Ground Safety Rules)

I. Purpose

The grievance procedure provides a mechanism to enforce existing safety rules by providing a progressive disciplinary system when needed. Although most complaints can be resolved informally, if a complaint is serious or cannot be resolved informally, the matter should be referred to the Safety Committee for its consideration by means of a Grievance Form to be filled out and turned into the Safety Committee Chairman. At least one witness is required to sign the Grievance Form.

II. Safety Committee

The Safety Committee shall use its judgment in carrying out action on the following:

A. A grievance form (below) will be filled out and turned into the Safety Committee Chairman. At least one witness is required.

B. FIRST VIOLATION

1. Viewpoints of both complainant and accused will be considered.
2. *Complainant's name will be disclosed.*
3. The accused will be given a verbal reprimand by the safety committee, and this will be recorded in the committee files.

C. SECOND VIOLATION

1. *Complainant's name will be disclosed.*
2. The accused has the right to a written rebuttal, to be reviewed by the committee.
3. If the committee so decides, the flying privileges of the accused will be suspended for thirty (30) days. Written notice of this shall be issued and a copy published in the club newsletter "FLIGHT LINES".

D. THIRD VIOLATION

1. Committee will notify the accused in writing and the club members via the club newsletter "FLIGHT LINES" that the club will vote on the suspension of the accused at the next meeting.
2. Said suspension will last for a one-year minimum. (It may be longer if deemed necessary by the Board of Directors and approved by the general membership at a regular club meeting.)

3. A member may be suspended from the club only upon a two-thirds (2/3) majority of votes cast by the membership present at a regular club meeting.
4. Voting will be by a signed secret ballot at a regular monthly meeting. If a member is suspended they may request voting results.
5. The suspended member may reapply for membership after the expiration of the documented suspension time period.

The three actions will not be enforced unless they are accumulated within a two-year period of time.

Any member receiving a Grievance, who directs any retaliatory action against the person, or persons, filing said Grievance, will be subject to suspension from the club. This is to include verbal or written threats, intimidation, physical harm, intentional equipment damage, or any other action deemed to be retaliatory by the Board of Directors. Suspension must be approved by the members at a regular club meeting.

SPIRITS OF ST. LOUIS R/C FLYING CLUB GRIEVANCE FORM	
Date: _____	Time: _____
Nature of Violation:	
<u>Add another sheet if additional space is required.</u>	
Signature: _____	
Witness: _____	
Additional Witnesses (if any):	

