

AURORA MODEL AIRCRAFT CLUB **INCORPORATED**

Resolution: Be it moved that the attached document be established as the By-Laws of the Corporation (Aurora Model Aircraft Incorporated)

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Definitions

In this document, the following terms may be used:

- “Chairman” and “President” refer to the same officer
- “Board” refers to the Board of Directors
- “Club” refers to the Aurora Model Aircraft Club
- “M.A.A.C.” refers to the Model Aeronautics Association of Canada
- “AGM” refers to the Annual General Meeting
- “Rules” refers to the Rules of Safety and Conduct and any other regulations established by the Club to ensure safe and orderly operation of the Club

By-law 1: Membership

1.1 *Membership year*

- 1.1.1 The membership year shall be the calendar year commencing with the 1st day of January and ending with the 31st day of December and renewed annually.

1.2 *Classes of Membership*

- 1.2.1 Life Member: A member who has been awarded membership for life by the Club.
- 1.2.2 Open Member: A member eighteen (18) years of age or over but less than sixty-five (65) years of age, as of Jan. 1st of the membership year
- 1.2.3 Junior Member: A member under eighteen (18) years of age as of January 1st of the membership year. May vote at general meetings.
- 1.2.4 Senior Member: A member sixty-five (65) years of age or over as of January 1st of the membership year.

1.3 *Admission to Membership*

- 1.3.1 The applicant for membership must be a current member of the M.A.A.C.
- 1.3.2 Membership is granted to persons who will abide by the By-Laws and Rules. Memberships are granted yearly upon the acceptance and approval of an application, and payment of dues.
- 1.3.3 The Board may review applications for new memberships, and refuse individual membership should it feel the safe and orderly operation of the Club may be jeopardised.
- 1.3.4 The Club may limit the number of memberships in any membership year.

1.4 *Rights and Obligations of Members in Good Standing*

Each member shall:

- 1.4.1 be familiar with the By-Laws and the Rules upon admission to the Club.
- 1.4.2 help the Club maintain orderly conduct and compliance with the Rules at the Club's flying site(s), and report serious infractions to the Board of Directors.
- 1.4.3 have the right to renew membership annually without being subject to a limitation of the number of members.
- 1.4.4 have the right to propose revisions of or amendments to the By-Laws or the Rules, and to put forth motions or second motions.

1.5 Termination of Membership

- 1.5.1 Membership in the Club shall be suspended upon any interruption or cessation of M.A.A.C. membership, or upon ineligibility for M.A.A.C. insurance.
- 1.5.2 The Club reserves the right to withdraw membership from any member who finds him/herself in serious or repeated conflict with the By-Laws, Rules, or with safe and orderly operation of the Club. If a membership is withdrawn, all dues may be forfeited at the Club's discretion.
- 1.5.3 A member reported to the Board of Directors in writing may face a review before the Board and then he/she may request a hearing before the club.

By-law 2: Organization

2.1 Board of Directors

Shall be comprised of the following five officers; Chairman/President, Vice President, Treasurer, Secretary, and Membership Director.

2.2 General duties of the Officers

Each officer of the Club shall:

- 2.2.1 perform the functions of his/her office to the best of his/her ability.
- 2.2.2 attend regular and Board meetings.
- 2.2.3 refer any applicable requests, reports or correspondence received to the appropriate officer for action.
- 2.2.4 produce receipts and accounting records of all expenditures related to the activities and budget(s) appropriate to the office.
- 2.2.5 act as a member of review boards for applications for new memberships and for resolving violations of the By-Laws and Rules.
- 2.2.6 on termination of office pass all official club records to their successor in a complete and acceptable format.
- 2.2.7 all monies received to be handed over to the Treasurer.

2.3 Duties of the President/Chairman

- 2.3.1 Be the Chief Executive Officer of the Club
- 2.3.2 Set the agenda and preside over general meetings and Board meetings.
- 2.3.3 Have overall responsibility to the club membership for the day-to-day management of the Club.
- 2.3.4 See that all resolutions of the club membership are carried into effect after being duly passed.
- 2.3.5 Ensure that the executive body is functioning, and each officer is carrying out his/her required duties.
- 2.3.6 Assume the leadership role to resolve violations of the By-Laws and Rules.
- 2.3.7 Be the principal signing officer of the Club.
- 2.3.8 Designate an official address for the Club and report such change to the Ministry.
- 2.3.9 Receive and report on all correspondence and draft all correspondence and replies required of the President.

2.4 Duties of the Vice-President:

- 2.4.1 In the absence or disability of the President, perform the duties and exercise the power of the President.
- 2.4.2 Propose and establish a budget for the maintenance of the official club flying field(s) and direct the activities necessary for the maintenance of the flying field(s) to standards acceptable to the membership.
- 2.4.3 Perform such other duties as shall be required of him/her by the President or the Board from time to time.
- 2.4.4 Supervise and be responsible for the security of the field and field equipment.

2.5 Duties of the Treasurer:

- 2.5.1 Have the responsibility for the Club's funds and securities.
- 2.5.2 Deposit all funds and securities in the name and/or to the credit of the Club in appropriate depositories subject to the approval of the Board.
- 2.5.3 Disburse the funds of the Club as may be ordered by the Club or the Board taking proper receipts for such disbursements.
- 2.5.4 Keep up-to-date full and accurate accounts of receipts and disbursements of Club funds, and an inventory of the Club's capital assets.
- 2.5.5 Prepare monthly balances for the regular monthly meetings.
- 2.5.6 Prepare quarterly reports on income and expenses versus the planned budget.
- 2.5.7 Prepare an annual budget for the upcoming fiscal year
- 2.5.8 Prepare financial statements for the Annual General Meeting, including a listing of the Club's current assets and liabilities, and receipts and disbursements of club funds for the fiscal year.
- 2.5.9 Obtain financial reports from all special event co-ordinators.

2.6 Duties of the Secretary:

- 2.6.1 Record seconded motions, results of votes, and all proceedings at general and Board meetings, and prepare minutes of such meetings.
- 2.6.2 At each meeting, present the appropriate minutes of the previous meeting(s) as required.
- 2.6.3 Maintain an official club archive of all previous minutes.
- 2.6.4 All minutes to be signed and dated by the President and Secretary on adoption.

2.7 Duties of the Membership Director:

- 2.7.1 Accept applications and dues from renewing members, and issue membership cards for the membership year.
- 2.7.2 Upon approval and acceptance to the Club, issue membership cards and a membership package to new members.
- 2.7.3 Keep all applications for the current membership year and maintain a database of current members, their addresses, telephone numbers, and email addresses
- 2.7.4 Prepare current membership lists and make them available to the board, and post a copy of the names only at the field.

2.8 Election of Officers:

- 2.8.1 Nominations of an Open or Senior member may be moved and seconded at a general meeting up to the time of election.
- 2.8.2 Elections must be held no later than 90 days after the fiscal year end. A quorum of eligible voting members including a majority of the current Board of Directors must be present. If a quorum is not present, the election of officers may be deferred to the next general meeting of the Club, and may continue to be deferred until a quorum is established. The current Board shall remain in power until a new Board is elected. After 90 days after the first meeting, the requirement of a quorum is waived and elections held with the members present.
- 2.8.3 If only one candidate is nominated for an office, election shall be by acclamation. Where two candidates are presented, voting shall be by secret ballot, and the winner decided by simple majority of the votes.
- 2.8.4 In the case of three or more candidates for an office, voting shall be by secret ballot, and by progressive elimination. After each ballot, the candidate receiving the fewest votes shall be eliminated, and voting shall continue until only two candidates remain. A simple majority on the final ballot will determine the winning candidate.

2.9 Assumption of Office and Limit of Tenure:

- 2.9.1 The winning candidates shall assume office immediately upon election, and shall hold office for one year, or until the next general election of officers takes place.
- 2.9.2 If there are no candidates for an office at the time of the general election, or if an office should become vacant during the year, the Board is empowered to appoint a qualified member to that office for any period of time up to the time of the next general election or may carry on provided there are no less than three directors.
- 2.9.3 An Officer shall not serve in any one office for more than two consecutive terms.

2.10 Removal from Office:

- 2.10.1 Acting on a written and signed complaint, an officer may be removed from office at any time for serious or repeated violations of the Club's By-laws, and Rules, gross incompetence, or other serious cause which places the orderly operation of the Club in jeopardy, subject to a review where the Board votes to pursue the matter.
- 2.10.2 Such action shall not take place before the offending officer has had opportunity to answer complaints and charges against him/her at a hearing called by the board for this purpose. Such hearing need not be held if the offending officer refuses to attend.
- 2.10.3 Impeachment may proceed at a general meeting, notice of which shall be sent to all voting members at least two weeks prior to the meeting. Removal of the officer from office shall be effective immediately on establishment of a simple majority vote from a secret ballot.

By-law 3: Meetings

3.1 Club Meetings

- 3.1.1 Regular club meetings shall normally be held once per month, from October to April inclusive, at regular time(s) and location(s) as established by the Board. Additional meetings may be held in September and May at the discretion of the Board.
- 3.1.2 The method of voting at general meetings shall be at the discretion of the chairman except for items where a secret ballot is called for in the By-laws. Resolutions may be passed by a simple majority vote, except in cases otherwise specified in the By-laws.
- 3.1.3 If a quorum is not present, the items shall be deferred to the next general meeting unless the item of business is of such a nature that it cannot wait. In such cases, the Board is empowered to waive the required quorum, and hold a vote with the members present.
- 3.1.4 The chairman shall not vote on resolutions. In cases of a tie vote, the chairman shall, at his/her discretion, cast the deciding vote or call for a second vote on the item.
- 3.1.5 Non members may attend meetings as guests at the will of the membership.

3.2 Annual General Meeting

- 3.2.1 The Annual General Meeting must be called after the fiscal year end but not later than 90 days thereafter.

By-law 4: Quorum

- 4.1.1 A quorum for all meetings of the general membership, the AGM and all meetings of the membership however called is to be calculated as 12% of the current membership on record and a majority of the Directors present for regular motions and 20% for changes to the By-Laws.
- 4.1.2 A quorum for a meeting of the Board is three.

By-law 5: Finance

5.1 Fiscal Year

- 5.1.1 The fiscal year of the Club shall be from 1 November to 31 October of the following year.

5.2 Membership Fees

- 5.2.1 Membership fees are due and payable before 1 January of each membership year.
- 5.2.2 Membership expires at midnight on 31 December of each membership year. Membership does not resume until dues have been paid to both the Club and to M.A.A.C.
- 5.2.3 The Club may establish an additional fee for late payment of dues for a renewing member. Such additional late payment fee shall not be imposed on a renewing member before 1 February of the membership year. In unusual circumstances, the Club may permit up to an additional month before the late payment fee is imposed. The period of grace for applying the late payment fee does not entitle the member to use club facilities until the dues have been paid. Further, the right to renew membership without being subject to a limitation

of the number of members (cap) also expires after 31 December.

5.2.4 The Club may impose an initiation fee for new memberships to the Club.

5.2.5 The amounts of the annual membership dues for each membership category, and the amounts of the late-payment fees and initiation fees shall be determined and voted upon at the Annual General Meeting

5.2.6 New or renewing members enrolling on or after the first day of September each year shall pay only fifty percent (50%) of the applicable annual membership, for the remainder of the membership year. However no reduction of the applicable initiation fee or late payment fee shall apply.

By-law 6: Honoraria

6.1 *Honoraria*

6.1.1 The Club may grant honoraria to the Directors and/or other officers of the club and/or other members who significantly contribute to the club. Such honoraria may take the form of annual or life memberships, monetary or other gifts, or other forms as appropriate.

By-law 7: Legal

7.1 *Protection of Officers*

7.1.1 Each Director and/or officer of the Club, his/her heirs, executors and administrators, shall be indemnified and saved harmless out of the funds of the Club from all costs charges and expenses whatsoever arising out of any action, suit, or proceeding which is brought against him/her in respect of any act or omission done or permitted by him/her during the lawful and properly authorized execution of the duties of his/her office, and also from all costs, charges and expenses which he/she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect.

7.1.2 The club may purchase liability insurance.

By-law 8: Signing Officers

8.1.1 Contracts, documents or any instruments in writing requiring the signature of the Club shall be signed by any two of the three directors empowered with signing authority. All contracts, documents and instruments in writing so signed shall be binding upon the Club without further authorization or formality.

8.1.2 The officers with signing authority are the President, Vice-President and Treasurer.

By-law 9: Head Office

9.1.1 The head office shall be the residence of the President/Chairman.

By-law 10: Proxies

- 10.1.1 Proxies may be utilized at an Annual General Meeting or at a special general meeting called by the Board with due notice.
- 10.1.2 With the notice of motion of the above meetings, the Board will advise whether proxies may be used.
- 10.1.3 Such proxies must identify the member by name, his/her signature, the Member who will exercise the proxy and the direction of the vote and the date signed.
- 10.1.4 Should the giver of the proxy attend the meeting, the proxy becomes null and void.
- 10.1.5 All proxies must be delivered to the Secretary prior to the call to order and the Secretary will announce the number of proxies held by each individual.
- 10.1.6 Where any question of legality of proxies arises, the final decision shall rest with the Board.

By-law 11: Amendments to By-Laws

- 11.1 At any General Meeting of the Corporation, any three members in good standing may present to the Secretary or President an amendment to the by-laws in writing and signed by all three. No formal discussion may take place until the next meeting, where the amendment will be discussed and voted upon.
- 11.2 This amendment will be circulated to the membership with no less than two weeks' notice via email or post where members do not have access to the Internet and, where possible, be published in the newsletter or on the corporation's website.