



The 495th R/C Squadron, Inc.
P.O. Box 426
Tewksbury, MA 01876

Bylaws of the 495th R/C Squadron, Inc.

Approved Nov. 4th, 2020

ARTICLE I NAME

1. The name of the Corporation is "THE 495th R/C SQUADRON, INC.", hereinafter referred to as the Club.

ARTICLE II PURPOSE

1. The purpose of the Club is to promote the recreational, social, scientific and educational aspects of radio-controlled model aviation.
2. The Club is organized as a social and recreational organization within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1954 or the corresponding provisions of any future US Internal Revenue Code.
3. No part of the income of the Club shall inure to the benefit of or be distributed to its members, officers, directors, or other private persons except that the Club shall pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Sections 1 and 2 hereof. No substantial part of the activities of the Club shall consist of propaganda or attempt to influence legislation other than that having immediate, direct and demonstrable effect on the pursuit of the objectives set forth in Section 1 of this article. The Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Club shall not carry on any activities not permitted (a) by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1954 or (b) by a Corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

ARTICLE III OFFICERS

1. The officers of the club shall be President, Vice-president, Treasurer, Secretary, and Chief Instructor.
2. The President, or in his absence the Vice-president, shall preside at meetings of the members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer. The President shall see that resolutions of the Board of Directors are carried into effect. The President shall have the power to appoint special committees. All such appointments shall be coterminous with that of the appointing President. The President shall be responsible for maintaining the Club's AMA Gold Leader status.



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3. The Vice-President, in the absence, disability or removal of the President, shall perform the duties and exercise the powers of the President. The Vice-president shall be responsible for all Club property and shall provide an accounting to the Board of Directors upon request.

4. The Secretary shall attend all Annual and Special meetings and meetings of the Board of Directors and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book kept for that specific purpose. The Secretary shall give notice of Annual and Special meetings and shall have custody of the original copy of the Bylaws and all amendments thereto. The Secretary shall receive applications for membership and maintain the Club membership roster. The Secretary shall keep the seal of the Club and when authorized by the Board of Directors shall affix it to any instrument requiring a seal. The Secretary shall conduct the correspondence of the Club and shall execute all instruments as may be officially authorized

5. The Treasurer shall have custody of all funds of the Club and shall keep full and accurate records of receipts and disbursements in books belonging to the Club and shall deposit all moneys in the name of and to the credit of the Club in such depositories as may be designated by the Board of Directors. All disbursements shall be made by check and said checks shall be signed either by the Treasurer or the President. The Treasurer shall render to the President and Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all transactions and of the financial condition of the Club.

6. The Chief Instructor shall develop, publish, obtain membership approval, and execute the Flight Training Program including training and certification of Instructors, Pilots and Solos.

7. Two or more offices may be held by the same person except that the offices of President and Treasurer may not both be held by the same member.

ARTICLE IV

BOARD OF DIRECTORS

1. The affairs of the Club shall be managed by the Board of Directors, which shall consist of the officers and at least three other members. The Directors shall be elected at the Annual meeting to serve for one year and until their successors shall be elected. In addition to the powers expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or by the certificate of incorporation or by the Constitution required to be exercised by the members or the officers.

2. The Board of Directors shall hold regular meetings each month on a day mutually agreed by a majority of the Board.



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3. Special meetings of the Board of Directors may be called by the President either personally, by telephone, or by mail. Special meetings shall be called by the President or Secretary on the request of two or more Directors.
4. At all regular or special meetings of the Board of Directors, the presence of a majority of the Board members shall be necessary to constitute a quorum and any act of a majority at a meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these articles.
5. Any business may be transacted by the Board of Directors at any ad hoc meeting at which every member of the Board is present even if held without notice.
6. In the absence of fraud or bad faith, the Directors shall not be personally liable for the debts or obligations of the Club except as otherwise provided by statute.
7. In the absence of any officer, the Board of Directors may designate any member temporarily and at the pleasure of the Board to exercise the power of the absent officer.
8. The President shall automatically become a member of the Board of Directors for the year following his term of office unless he has been removed from office under the terms of Article XI, has resigned prior to the completion of the elected term, or declines the position.
9. The field marshal(s) for each flying site will be selected by a vote of the board of directors. A two thirds majority vote of the board members is needed to approve a field marshal. A candidate for field marshal may be nominated by any member in good standing.
10. All field rule changes must pass a two thirds majority vote of the board of directors before becoming effective

ARTICLE V

CLASSES OF MEMBERSHIP

1. Regular Member - Regular members shall have attained nineteen years of age or older.
2. Senior Member - Any person 80 years of age or older at the beginning of the calendar year, with at least 10 prior years of paid membership, shall be eligible for senior membership. Senior members shall have all the rights and privileges of a Regular member, but will have all membership dues/fees waived.
3. Junior Member - Qualifications for Junior membership shall be an age under nineteen years at the beginning of the calendar year (or be a full-time student) and sponsorship by a Regular or Senior member of the Club. Junior members shall have all the rights and privileges of a regular member except holding the position of officer or director. Junior members may be entitled to reduced dues as provided in Section 2 of Article VI.
4. Family Member - Members of the immediate family of a Regular or Senior member may become Family members having all the rights and privileges of a regular member



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except voting, holding office or directorship, and receiving a Newsletter. Family members may be entitled to reduced dues as provided in Section 2 of Article VI.

5. Car Only Member – Car Only members shall be entitled to the use of the car track only, and are not required to be AMA members. Car Only members do not have voting rights, nor are they permitted to hold any office/directorship within the club.

- All members, excluding Car Only members, must hold a current membership in the Academy of Model Aeronautics (AMA).
- New members shall be accepted subject to the above conditions upon written application submitted to the Secretary. Applicants for membership shall be introduced by a member sponsor at a regularly scheduled meeting. All new member applications are subject to approval by a majority of the membership at a regularly scheduled meeting.
- Lifetime memberships to the club include membership without paying dues. A lifetime membership is achieved by the following process:
 1. A club member in good standing writes a recommendation to document the accomplishments of a candidate member to support the request for lifetime membership for the candidate member. This document must show how the candidate worked beyond the call of duty for at least 15 years service to the club.
 2. The board of directors must unanimously approve the recommendation for a lifetime membership to be given to the candidate.
 3. The club general membership at a club meeting must pass a two thirds majority vote on granting the lifetime membership to the candidate.

ARTICLE VI

DUES AND FEES

1. The amount of the initiation fee and the annual dues for the coming year for each class of member shall be set at the Annual meeting by majority vote of the members present and voting. The Board of Directors shall present a recommended schedule of such fees and dues.

2. The annual dues of all members of every class shall be due and payable before Dec. 31st for the following calendar year.

3. The Club shall not have the power to levy any general assessment on the members of the Club or to enforce payment of any amount beyond the annual dues.

4. Dues-free membership for a specified period may be granted in recognition of special service to the Club by recommendation of the Board of Directors and affirmative vote of the general membership at a regularly scheduled meeting.



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ARTICLE VII MEETINGS OF THE MEMBERS

1. The members of the Club shall meet annually for the election of officers and directors and for the transaction of such other business as may properly come before the meeting. The Annual meeting shall be held in the first week of November in each year.
2. Notice of the Annual meeting shall be served in writing not less than ten or more than fifty days prior to such meeting by first-class mail. Prominent posting in the Club Newsletter shall be deemed to satisfy this requirement.
3. Presence of twenty (20) percent of the members entitled to vote shall constitute a quorum at all meetings for the election of officers or directors or for the transaction of

other business except as otherwise provided by law, by the certificate of incorporation, or by these articles.

4. Each member in good standing who is entitled to vote shall cast one vote on each voting issue and such vote must be cast in person.
5. Special meetings for any purpose may be called by resolution of the Board of Directors, by the President, or shall be called by the President or Secretary at the request of ten (10) percent of members entitled to vote at such meeting. Before a Special meeting may be held, all members entitled to vote shall be notified in writing as above. Business transacted at a Special meeting shall be confined to the subjects stated in the call and germane thereto.
6. Regular meetings of the Club shall normally be held each month on a day determined by the Board of Directors.

ARTICLE VIII NOMINATIONS AND ELECTIONS

1. The president shall appoint a nominating committee consisting of three regular or senior members no later than September 15th of each year to select a slate of candidates for the coming year.
2. To be eligible for nomination for a corporate office or member of the Board of Directors, a person must have been a regular or senior member for more than six months. A person may not hold the same office for more than two consecutive years except that the nominating committee may petition the Board of Directors to allow up to three such incumbent officers to be placed in nomination. The Board, considering each such incumbent separately, must agree unanimously to their nomination.
3. The slate of nominees shall consist of at least one candidate for each office and no nomination shall be considered valid without the consent of the nominee. The nominating committee shall present the slate of candidates at the October meeting.
4. Nominations from the floor shall be accepted at the October and November meetings.
5. Elections shall be held at the Annual meeting in November and eligible voting members shall be duly notified by the Secretary. Notification by inclusion in the Newsletter shall be deemed acceptable notice.



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6. The newly elected officers and directors shall assume office on the first day following the Annual meeting.

ARTICLE IX FISCAL POLICIES

1. The fiscal year of the Club shall be the calendar year.
2. Expenditures up to \$300 per event or project may be authorized by a majority vote of the Board of Directors. However if such expenditure recurs more than once in a 12 month period and the total expenditure exceeds \$300, then the Board of Directors must seek member approval described in paragraph 3.

3. Expenditure of Club funds in excess of \$300 per event or project shall require a majority vote of the members present at a regularly scheduled meeting.

4. The Board of Directors may require the Treasurer, or any officer, agent or employee of the Club, to give bond to the Club, conditioned upon faithful performance and discharge of his duties, with such surety or security and in such amount as may be satisfactory to the Board of Directors.

5. The 495th R/C Squadron, Inc. is an all volunteer organization. As such, no member of the 495th R/C Squadron, Inc. shall receive compensation in return for, or in acknowledgement of, any work performed on behalf of the club. At the discretion of the BOD, members may be recognized for their service to the club with non-merchandise, and non-cash awards, such as plaques and paper certificates with a monetary value of less than \$50.00. In the event that the BOD determines that specific work cannot be accomplished using volunteer labor, and that the club must pay to have a specific task accomplished, a member may be compensated provided that the job has been put out to for competitive bid.

ARTICLE X COMMITTEES

1. The chairman of each committee shall be appointed and may be removed by the President. Each chairman shall be responsible for selecting additional committee members.

2. The following standing committees shall exist on a permanent basis and other Ad Hoc committees may be appointed from time to time.

Newsletter Committee - It shall be the responsibility of this committee to publish a monthly newsletter.

Field Committees - For each of the Club's flying sites, the field committees shall be responsible for field maintenance and for establishing the rules governing the activities at that field including flying hours, noise control, safety, frequency control, and contest coordination. Rules set by the field committees shall be approved by the Board of Directors and be made available to the membership by publication in the newsletter.



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ARTICLE XI REMOVALS AND VACANCIES

1. The Board of Directors may remove from office for cause any officer or director by vote of a majority of the entire Board of Directors exclusive of the officer or board member to be removed. The members of the Club may, at a Special meeting called for the purpose, by vote of three-fourths of those present, remove any officer or director for cause.
2. If any office becomes vacant by any reason, the Directors may select by a vote of a majority of the Board of Directors, a successor who shall hold the office for the remainder of the term.

ARTICLE XII CENSURE, SUSPENSION AND EXPULSION

1. If the conduct of a member be deemed by the Board of Directors to be disorderly or prejudicial to the welfare or good name of the Club, or if any member conducts himself in a manner in violation of these articles, by-laws, or other rules of the Club, he may be subjected to censure, suspension or expulsion, at the discretion of the Board of Directors. Any infraction which results in censure for the first offense, shall subject the offender to suspension or expulsion upon repetition of the infraction. Prior to action by the Board of

Directors, the member shall have the right to present his views on the matter to the Board of Directors.

2. If a member is suspended, he shall be deprived of all rights and privileges of membership for a period of up to three months as determined by the Board of Directors. At the expiration of such period, he shall be restored to his previous status with corresponding rights and privileges.
3. If a member is expelled, he shall forfeit all rights and privileges of membership.

ARTICLE XIII GRIEVANCE PROCEDURE (FLIGHT AND GROUND SAFETY RULES)

1. Purpose - The grievance procedure provides a mechanism to enforce existing safety rules by providing a progressive disciplinary system.
2. Field Committee - If a complaint cannot be resolved informally, the matter should be referred to the Field Committee for its consideration. In this case, a grievance form with at least one witness signature shall be submitted to the Field Committee Chairman. A Grievance form is shown in Appendix I. The Field Committee, upon receipt of a Grievance Form with at least one witness signature, shall submit the report to the Board of Directors.
3. Board of Directors
 - (a) FIRST VIOLATION
 - a. Viewpoints of both complainants and accused will be



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considered.

- b. Complainant's name will be disclosed.
- c. A verbal reprimand will be given to the accused by the Field Committee Chairman, and this will be recorded in the Field Committee files and in the files of the Club Secretary.

(b) SECOND VIOLATION

- a. Complainant's name will be disclosed.
- b. The accused has the right to a written rebuttal, to be reviewed by the Field Committee and the BOD
- c. If the BOD 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.

(c) THIRD VIOLATION

- a. The BOD will notify the accused in writing and the Club members via the Club newsletter that the Club will vote on the expulsion of the accused at the next meeting.
- b. Said expulsion will last for a one-year minimum.
- c. A member may be expelled from the Club only upon a two-thirds (2/3) majority vote of the membership present at the meeting.
- d. Voting will be by secret ballot at a regular monthly meeting.
- e. The expelled member may reapply for membership after the expiration of the expulsion time period.

4. Any member receiving a Grievance, who directs any retaliation action against the person filing said Grievance, will be subject to immediate expulsion from the Club by recommendation to the membership by the board of directors and a 2/3 vote of the membership in attendance at a regular or special meeting.. This is to include threats, intimidation, physical harm, intentional equipment damage, or any other action deemed to be retaliatory by the Board of Directors.

ARTICLE XIV
AMENDMENT

1. The By-laws may be amended or repealed or a new By-laws may be adopted at any Annual or Special meeting called for the purpose by affirmative vote of at least two-thirds of those members present at such meeting and entitled to vote, provided notice of intention to amend or repeal shall have been contained in the notice of the meeting. The notice shall contain the full text of the proposed amendment.



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**ARTICLE XV
DISSOLUTION**

1. In the event of dissolution of the Club, the Board of Directors shall, after paying or making provisions for payment of all debts and liabilities of the Club, dispose of all the assets of the Club exclusively to further the purposes and primary objective for which the Club was organized in such manner, or to such organizations as shall qualify under Section 501(c)(7) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future US Internal Revenue law) as the Board of Directors may determine.

Appendix I

Club Grievance Form

Date: _____ Time: _____

Nature of Violation:

Signature: _____

Witness: _____

Additional Witnesses (not required):
