

TRI CITY FLYERS, INCORPORATED BYLAWS

ARTICLE I

Name

The name of the organization shall be Tri City Flyers Incorporated, hereinafter referred to as TCF, and is a 501(c)(7) nonprofit organization as defined by the Internal Revenue Service.

ARTICLE II

Purpose and Objectives

1. TCF is organized and will be operated exclusively for social, charitable, educational and other nonprofit purposes within the meaning of 26 U.S.C. Section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States revenue law (the "Code"). The purpose shall include but is not limited to providing an environment and facilities that promote the building, flying and advancement of all types of model aircraft including instruction in the necessary skills, and to support and assist, whenever possible, local community activities and the national program(s) and other activities of the Academy of Model Aeronautics, hereinafter referred to as the AMA. Notwithstanding any other provision of these Bylaws, TCF shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of TCF, and shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
2. TCF is and shall remain a chartered chapter of the AMA, a recognized community based governing organization for model aircraft activities.
3. Flying Operations that support TCF purposes and objectives shall be conducted at sites appropriate for model aircraft flying, procured and managed by TCF. All flying operations shall be conducted in accordance with the AMA National Model Aircraft Safety Code, additional AMA safety publications, and such site specific operating and safety rules as determined by TCF.
4. Limitations:
 - a. Political activity. No substantial part of the activities of TCF shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and TCF shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.
 - b. Property. The property, assets, profits and net income are dedicated, irrevocably, to the purposes set forth above. No part of the profits or net earnings TCF shall ever inure to the benefit of any of its Directors, trustees, officers, members, employees, or to the benefit of any private individual.

- c. Dissolution. Upon the winding up and dissolution of TCF, after paying or adequately providing for the payment of the debts, obligations and liabilities of TCF, the remaining assets of TCF shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for recreational, charitable or other nonprofit purposes and which has established its tax-exempt status under Section 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

Officers

1. TCF shall elect officers from the voting membership roster. These officers shall be the President, Vice President, Secretary, Treasurer and a Safety Officer for each TCF flying site. The officers shall be elected for two (2) year terms with the President and Treasurer elected in odd numbered years, and the Vice President, Secretary and safety Officer elected in even numbered years. If there are multiple Safety Officers, their elections shall be staggered so that each one serves for two years.
2. These officers, plus additional members appointed by the officers as deemed necessary for managing the Corporation, shall make up the Corporate Board of Directors, hereinafter referred to as the Board, and shall conduct the normal administration of TCF, Inc.
3. In the event the President becomes unable to serve as President, either temporarily or permanently, the Vice President shall assume the President's duties until the President becomes able to serve, or for the remainder of the President's term, as needed. In the event of any other Board vacancy, a member chosen from the voting membership roster shall be appointed by The Board to fill the position for the remainder of the vacated term.

ARTICLE IV

Meetings

1. All meetings and other functions of the TCF shall operate on a fiscal year beginning January 1 and ending December 31.
2. The first called meeting of the TCF fiscal year shall be designated as the Annual Meeting of the Corporation and Membership. The minutes of the Annual Meeting shall be recorded and retained in the Corporate Record Book. Ten percent (10%) of voting members shall constitute a quorum for the Annual Meeting. The agenda for this meeting shall include at least the following business matters.
 - a. Installation of new officers,
 - b. presentation of prior year financial report,
 - c. presentation of prior year Audit Committee report,
 - d. presentation of new fiscal year budget,
 - e. other business presented by the Board or from the floor.

3. A special meeting of the Board may be held at any time at the request of the President, notice of which may be verbal or in writing by email. A simple majority of elected Board members is required to constitute a quorum.
4. Regular business meetings of the Board and members shall be scheduled at approximately equal intervals and at a time and place designated by the Board. The time, date and location of regular meetings shall be published on the TCF website calendar. Ten percent (10%) of the eligible voting members shall constitute a quorum for regular business meetings.
5. Voting at Meetings:
 - a. except as specified for specific votes elsewhere in these Bylaws, a simple majority affirmative vote of all voting members present at any meeting shall be required to pass a motion made and seconded by any members,
 - b. all voting shall be by a show of hands, unless a secret ballot is requested by the member making the motion,
 - c. absentee voting either by mail or proxy shall not be permitted.

ARTICLE V

Duties of Officers

1. The President:
 - a. shall preside at the meetings of the Board, regular meetings, and all special meetings,
 - b. shall act as spokesperson for TCF in all matters pertaining thereto,
 - c. shall sign TCF checks as needed,
 - d. shall have such other powers and duties as the Board may assign from time to time.
2. The Vice-president:
 - a. shall act for the President in all matters when the President is temporally unavailable, or unable to serve,
 - b. shall have such other powers and duties as the Board may assign from time to time.
3. The Secretary:
 - a. shall have custody of and keep the records of the TCF,
 - b. shall record the minutes of each meeting and maintain a current roster of the membership,
 - c. acting as a web master shall maintain any TCF web site unless the Board appoints another person to serve as the web master,
 - d. shall maintain the official Corporation Record Book and have it available for inspection,
 - e. shall have such other powers and duties as the Board may assign from time to time.
4. The Treasurer:
 - a. shall have custody of the TCF funds and any securities,

- b. shall maintain the financial records on the TCF fiscal year basis, and retain prior year records for three (3) years,
 - c. shall endorse income checks and deposit them in the TCF bank account(s),
 - d. shall sign all expense checks on behalf of TCF,
 - e. shall monitor the balance in the TCF checking account to ensure it is sufficient to conduct normal business,
 - f. shall enter regularly in the record books, kept for that purpose, a full and accurate account of all monies received and paid for the TCF accounts,
 - g. shall render a statement of the accounts whenever required by The Board,
 - h. shall inform the Board of all delinquent accounts,
 - i. shall exhibit the books and account receipts to the Audit Committee.
 - j. shall prepare an annual Corporation Budget, and perform all the other duties of the Treasurer, subject to the control of the Board,
 - k. shall have such other powers and duties as the Board may assign from time to time.
5. The Board shall, at least thirty (30) days before the final regular meeting of the fiscal year, appoint an Audit Committee consisting of three (3) voting members, who are not members of the Board.
- a. The Audit Committee shall audit the Treasurer's books, and file a report with the President, to be read at the Corporation Annual Meeting.

ARTICLE VI

Standing Committee

- 1. Safety Committee
 - a. The Safety Committee shall consist of a Safety Officer from each TCF flying site and a voting member at large appointed by the Board. If there is only one Safety Officer, the Board shall appoint a second voting member at large to create a committee of at least three (3) members,
 - b. The Safety Officer(s):
 - shall educate TCF members regarding the AMA Safety Code, Safety Publications and TCF field safety rules, and shall enforce all said rules,
 - shall promote the safety and welfare of members and guests at all times,
 - shall assist the Contest Director(s) or Event Manager(s) on safety issues during TCF sponsored events and contests,
 - Shall investigate and document all reported safety rule infractions, and report the results to the Board for its action,
 - Shall, upon request, advise the Board on safety related matters.

ARTICLE VII

Election and Removal of Officers

Election

1. The Board shall, at least two meetings prior to the final scheduled meeting of the fiscal year, appoint a Nominating Committee consisting of up to three (3) voting members, one of which may be a Board officer.
 - a. The Nominating Committee shall solicit candidates from the eligible voting members to fill the available officer positions and,
 - b. the Committee shall prepare a report of the candidates recommended for each office, who have agreed to serve if elected, to be read at the scheduled meeting prior to the last scheduled meeting of the fiscal year.
2. An opportunity for nominations from the floor shall be made at the meeting scheduled for the election. Any nominees accepted from the floor shall have agreed to be nominated and serve if elected. A simple majority affirmative vote of voting members present shall be required to add floor nominees to the ballot as write in candidate(s).
3. The election of officers shall be the last order of business at the last regular meeting of the fiscal year. Voting will be done by secret written ballot prepared in advance by the Nominating Committee, including space for write in candidates. Absentee voting is not authorized for either the regular voting or any runoff voting in case of a tie. The Nominating Committee members shall distribute ballots, count the vote, and announce the results. A simple majority affirmative vote of eligible voting members shall determine the results.
4. The newly elected officers shall be installed as the first order of business at the Corporation Annual Meeting.

Removal

5. An elected Officer may be removed from office for dishonesty, failure to competently or completely discharge the duties of the office, or for general misconduct. To recommend such dismissal, a written petition, signed by a simple majority of the voting members present at a regular TCF meeting, shall be delivered to the Board.
6. The petition for removal shall be published in the first newsletter following the meeting and be added to the agenda at the next regular meeting, where the petition shall be presented to the members for a vote. If the petition is passed by a majority affirmative vote of voting members present, the officer is removed from office, and the vacancy will shall be filled in the same manner as for any officer vacancy.

ARTICLE VIII

Membership

Membership Requirements and Approval

1. As a chartered chapter of the AMA, it is required that all members flying Radio Controlled, Control Line or Free Flight aircraft of any type, at any TCF flying site must maintain a valid AMA membership.
2. Membership in TCF shall not be denied to any person on the basis of race, creed, sexual orientation, religion, or national origin.
3. TCF shall offer four (4) classes of membership.
 - a. Adult Membership: this class pays full TCF dues and enjoys all rights and privileges afforded by TCF: voting, use of all TCF facilities, and full participation in the Corporation as an officer or committee member. This class of member is referred to as “voting member” herein.
 - b. Family Member: this class is available to the spouse or partner and minor children under the age of 19 as of July 1st, who live in the same household as an Adult Member, and has nonflying access to all TCF facilities. Family members who wish to operate model aircraft must have their own valid AMA membership. This class does not pay membership dues and does not have voting privileges. An adult family member may elect to apply for Adult Membership to attain full privileges.
 - c. Junior Member: this class is available to Youth who hold a valid AMA Youth Membership, and are otherwise not eligible as Family Members. This class has access to, and flying privileges at all TCF flying sites. This class does not pay TCF dues and may attend club meetings, but does not have voting privileges.
 - d. Associate Member: this is a special class of membership for persons who live beyond the normal commuting distance from TCF, defined as residing beyond a 60 mile radius of Converse, Texas, but wish to have infrequent flying access to TCF facilities, defined as less than 12 times per year. These members shall maintain current AMA membership, shall have flying privileges at all TCF sites. They shall pay one half (½) the regular dues and may visit meetings without voting privileges when in the area. Associate Members are subject to periodic review by the Board to determine if they are still eligible for such membership based on distance traveled or level of participation in TCF.
4. All prospective members must be sponsored by an active TCF voting member in order to be considered for membership. In the event that a prospective member does not have a sponsor the President may designate a sponsor.
 - a. The sponsor shall assist the new member in completing the paperwork and ensure that the new member receives a copy of the TCF Bylaws, Policies and flying site rules.

5. All prospective members must attend a regular TCF meeting, at which time they will be introduced and asked to share their background in model aircraft, and how their membership will support the purpose and objectives of TCF.
 - a. The President will open the meeting for a membership discussion, to be followed by a vote to accept the new member. At the President's discretion the prospective member may be asked to step outside while the members present discuss and vote on the application,
 - b. the TCF President may grant an exception to the attendance requirement set out in this clause 5 based on the prospective member's inability to attend the meeting due to work commitments, the distance of the prospective member's residence from the meeting location or for such other reasons that are deemed appropriate. If an exception is granted, the sponsor will act on the prospective member's behalf to ensure that all the membership requirements are met,
 - c. membership acceptance shall be by a simple majority affirmative vote of the voting members present at that meeting.

6. All new members shall be required to attend a new member flying field orientation given by the Safety Officer, or their sponsor. Prior to flying at any of the TCF flying sites all classes of new members who have flying privileges shall demonstrate their piloting skill to a Safety Officer. The member shall fly with an instructor pilot if the Safety Officer determines that additional training is necessary.

Suspension or Termination of Membership

1. If any TCF member is alleged to be in violation of the AMA National Safety Code or any TCF rule or policy, such alleged violation shall be reported in writing to the Safety Committee, who shall investigate such allegation.
2. If the Safety Officer or any Board member witnesses a violation they shall notify the member immediately and require compliance with the AMA Safety Code or TCF rules. If the member disregards that notification and continues to violate such safety code or rules, the Safety Officer or any Board member shall have the authority to suspend that member's TCF flying privileges immediately, pending further review as prescribed below.
 - a. A signed written report of the circumstances of an alleged violation shall be submitted, with witness names if applicable, to the Safety Committee. The Safety Committee shall review the written statement with respect to established safety rules and TCF policies, and forward its findings as to the seriousness and validity of the allegation to the Board,
 - b. the Board, shall review the circumstances of the violation, and by a majority vote, shall either:
 - forgo further action and remove any suspension, or,
 - counsel the member with a formal warning, which shall be recorded, or,
 - impose a suspension for a period of time, or,
 - recommend the member's expulsion from TCF, in which event the Secretary shall promptly notify the member of that decision by Certified

Mail. The member shall have the right within thirty (30) days of the date of the notification letter postmark to request a hearing by the Board. Such hearing shall be granted at a mutually agreed time and place. Suspension of the member's flying rights shall continue until the date of final action resulting from such hearing.

3. If, after the Board hearing, a simple majority affirmative vote of the Board members present confirms the expulsion, the Board recommendation to terminate the membership shall be published in the next issue of the TCF newsletter and be submitted for a vote to the members present at the next TCF regular meeting following publication. A simple majority affirmative vote of the voting members present shall be required to confirm the expulsion from TCF.
4. If approved there shall be no further appeal recourse to the expulsion. The expulsion shall be effective on the date of the members' vote and no refund of dues shall be made under any circumstances.
5. A member whose membership has been terminated for cause may, at least six (6) months after the termination date, apply for a new probationary TCF membership. Such application shall be reviewed by the Safety Committee, which shall then deliver the application and a report of its recommended action to the Board. The Board, after reviewing the case, shall determine any probationary restrictions and vote on reinstatement. A majority affirmative Board vote shall be required to accept the application for probationary membership. The Board's decision shall be final. If the application is approved, it shall be the applicant's decision to accept or reject the terms of the probationary membership.

ARTICLE IX

Dues

1. The TCF membership year is the same as the Corporation fiscal year.
2. Membership dues shall be paid annually, or members have the option to pay for a two (2) year membership by paying twice the annual rate.
3. New members joining after July 1st of any year will pay one half of the regular annual dues for that year.
4. Dues are due and payable for the following fiscal year beginning October 1st and become "Past Due" after December 31st. Members who are "Past Due" in their annual dues will be dropped from the membership roster and no longer have access to TCF facilities.
5. A member who has been dropped from the roster for dues delinquency can request reinstatement. A \$25.00 re-instatement fee shall be charged in addition to the annual dues. If the membership reinstatement is not requested before the next annual dues payable date, the delinquent member must apply for a new membership.

6. The following actions must be completed in order to change the amount of the annual dues, or to impose special assessments. Special assessments shall be one time assessments for an approved, specifically defined, purpose.
 - a. The Board shall vote on any proposed changes to the dues and/or special assessments. A simple majority affirmative vote of the Board is required before presenting such proposal to the membership.
 - b. The Board approved dues change and/or special assessment proposal shall be announced at the next regular membership meeting. The Secretary shall provide a written copy of the proposed dues change or assessment to all members present at the meeting, and shall email a copy to all members eligible to vote with an email address on file. The proposed dues change or assessment shall be voted on at the next regular meeting after the announcement of the proposed dues change or assessment. A simple majority affirmative vote by written ballot of the voting membership present at the meeting shall be required to approve the change.

ARTICLE X

Amendments

1. Amendments to these Bylaws may be proposed by a member of the Board, or may be initiated by a voting member.
 - a. A voting member may propose an amendment by preparing a written statement of the change including the rationale for the change. After signing the document and securing the signatures of four (4) additional voting members, the initiator shall deliver the document to a member of the Board.
2. The Board shall evaluate and vote on any proposed amendment to the Bylaws, whether originated within the Board or by a member, and any such proposal requires a simple majority affirmative vote of the Board before presenting it to the membership with a recommendation on passage. Should the Board be unable to achieve a majority vote to support the proposed amendment, it shall prepare a statement stating its reasons for a negative recommendation. The original proposal, rationale, and the Board's decision and rationale, shall be presented at a regular membership meeting.
3. The Secretary shall send any proposed amendment presented by the Board via email to those members eligible to vote with email addresses on file, prior to the meeting scheduled for the vote.
4. The proposed amendment shall be presented for a vote at the next regular membership meeting. A two-thirds (67%) majority affirmative vote of the voting members present shall be required to adopt the amendment.

ARTICLE XI

Conflicts

In the event that any part of these Bylaws conflict with any Federal, State or Local Authority law, ordinance or regulation, then that specific part of the Bylaws shall be

superseded by such law, ordinance or regulation, but all other Articles of these Bylaws shall remain in force.

ARTICLE XII

Parliamentary Procedure

The rules contained in the current edition of Robert's Rules of Order shall govern in all cases not covered by these Bylaws.

ARTICLE XIII

Indemnification

1. Right of Indemnity. To the full extent permitted by law, TCF shall indemnify its Directors, officers, employees and other persons described in the Texas Business Organization Code, Chapter 8, Subchapter C Section 8.101 et seq., including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any “proceeding”, as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section.
2. Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under The Texas Business Organization Code (“BOC”), Chapter 8, Subchapter C, the Board shall promptly determine in accordance with this Section of the Code whether the applicable standard of conduct set forth in Subchapter C of the BOC has been met and, if so, the Board shall authorize indemnification.
3. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by TCF prior to the final disposition of the proceeding, upon receipt by TCF of an undertaking by or on behalf of such person, that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by TCF therefor.

ARTICLE XIV

Insurance:

Pursuant to the BOC, Subchapter D, Section 8.151 et. seq. the corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, Director, employee or agent in such capacity or arising out of the officers, directors, employees or agents status as such.