

SLRCFA Constitution

Adopted December 20, 2018



ARTICLE 1. NAME

This Non-profit Organization shall be known as the SAINT LOUIS RADIO CONTROL FLYING ASSOCIATION.

ARTICLE 2. PURPOSE AND INTENT

The purpose of this Association shall be to promote and advance the interest and fellowship of its Members in the hobby of constructing and flying radio controlled miniature aircraft; to encourage the study and discussion of problems and techniques associated with the operation of radio controlled miniature aircraft (learning opportunities); to develop interest in and ambassadors for this hobby to youth and non-members both locally and at-large; to support, whenever possible, radio controlled miniature aircraft functions; to create well-publicized events and activities to accomplish these purposes; to provide a place of assembly and a flying site for the Members of this Association, creating an environment for fellowship and enjoyment of these purposes.

ARTICLE 3. GOVERNANCE

Section 01 - SLRCFA shall be governed by a Board of Directors. The Board of Directors shall consist of members who are Officers and Directors. There shall be four Officers with the specific functions of President, Vice President, Secretary and Treasurer. Board of Director Members who are not Officers shall be considered Directors. There shall be no more than eight Directors. There shall be no less than five Directors. All Board of Director members have one vote, each.

Section 02 - Definitions

- (a) Measure: a simple binary vote, for or against an issue put forth for a vote.
- (b) Election: a vote from among a group of candidates, where the candidate with a majority of votes wins the election.
- (c) Super-majority Board Vote A Super-Majority Board Vote on any measure shall be considered to have passed the measure when eight or more Board of Director members vote in favor of the measure, regardless of the number of Directors on the Board of Directors.
- (d) Majority Board Vote. A Majority Board Vote on any measure shall be considered to have passed the measure when over half of all Board of Directors vote in favor of the measure by direct vote or electronic/e-mail vote. A Majority Board Vote shall be considered to have elected a candidate when a majority of all Board of Directors vote in favor of the candidate by direct vote or electronic/e-mail vote.
- (e) Large-quorum Club Vote: A Large-quorum Club Vote on any measure shall be considered valid when 50% or more of voting club members have been verified to have cast votes (in favor or against). A Large-quorum Club Vote is invalidated when less than 60% of voting club members cast a vote. An invalid Large-quorum Club Vote has no force. Unless otherwise required elsewhere, a Large-quorum Club Vote shall be considered to pass any measure when over one-half of the votes recorded are in favor of the measure. Votes must be documented and verified by the Board of Directors.
- (f) Majority Club Vote: A Majority Club Vote on any measure shall be considered to have passed the measure when over half of all votes collected. A Majority Club Vote shall be considered

to have elected a candidate when the candidate receives the majority of all votes for the position.

(g) Electronic Vote: An Electronic Vote may be taken to reach Super-majority Board Vote, Majority Board Vote or Majority Club Vote thresholds using electronic means as long as those means meet the following criteria:

- *Electronic Vote data shall be archived electronically for three years.*
- *A reputable service or tool is used for closed ballot votes. Email may be used for open-ballots.*
- *Aggregate Electronic Vote results are available for review by all who have voted.*
- *If used for a Super-majority Board Vote or Majority Board Vote, any motion passed by Electronic Vote must be read in the official minutes at the next scheduled board meeting, and an opportunity for any club member in attendance shall be made to request a discussion and re-vote on the issue during the meeting.*

Section 03 - The President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors for two-year terms using a Majority Board Vote. The President and the Secretary shall be elected for terms beginning in even years. The Vice President and the Treasurer shall be elected for terms beginning in odd years.

Section 04 - Board of Director members, whether Officers or Directors, may resign at their discretion or be removed from office by Super-majority Board vote. If needed, a special election requiring a Super-majority Board Vote shall be held to fill any vacancies for the remainder of the term for any Officer positions.

Section 05 - Board of Directors serve for one-year term and are voted in by a Majority Club Vote.

Section 06 - Board of Director Nominations and Elections shall follow the following requirements and process:

- (a) The nomination window shall be announced to all members in writing 60 days prior to the election start date and shall remain open for accepting nominations for 30 days.
- (b) All Officer nominees shall have been in a Board of Director role for a minimum of 10 months, unless otherwise approved by Super-majority Board Vote.
- (c) All Board of Director nominees shall have been active, voting members for at least 10 months, unless otherwise approved by a Super-majority Board Vote.
- (d) Every attempt shall be made to obtain a minimum of eight Director nominations during the 30-day period in Article 3, Section 7, paragraph (a).
- (e) The Board of Directors election shall take place over a one-week period culminating at the regularly scheduled Club meeting in December. The meeting time and location shall be announced at the same time as nominations in Article 3, Section 7, paragraph (a). Any changes to location or meeting date or time must be provided prior to the start of the election period, moving the election date if needed to do so. Votes may be cast by the following methods:
 - (i) *Electronic Vote*
 - (ii) *Mailed, signed ballots as long as they are received by the Treasurer no later than the day of election meeting in Article 3, Section 7, paragraph (f)*
 - (iii) *Day of election voting by paper ballot at the meeting in Article 3, Section 7, paragraph (f)*
- (f) Votes shall be tallied, certified and attested by the Secretary or a designee of the Secretary, one Director, and one Club Member in attendance.
- (g) Board of Directors shall vote for any Officer positions that are up for election by a Majority Board Vote within five days of the meeting in Article 3, Section 6, paragraph (e).

- (h) The newly elected or active President shall have the right to appoint Directors due to lack of candidates, Director resignation or removal at any time following an election if there are less than twelve directors, up to a maximum of twelve directors. Each Director appointment must be confirmed by 2/3 of the Board of Directors.

Section 07 - Duties of Officers

- (a) The PRESIDENT shall preside at all meetings of the Board of Directors and the membership, maintain a written Mission, Vision and Values for the club, coordinate all committee activities, ensure that the roles of safety officer and newsletter editor are filled, negotiate official business and enforce the Constitution and By-Laws of this Association to the best of his or her ability.
- (b) The VICE PRESIDENT shall assist the President in his varied duties and shall perform the duties of the President in his or her absence, death, resignation, incapacity or removal from office.
- (c) The SECRETARY shall record the minutes, keep records and active data files of all Members, issue gate keys and/or combinations sign and issue checks, perform official club business and correspond in an orderly manner and be the registered agent for the club. The minutes of the Board of Director meetings shall be read or printed on the club's web site and approved by the Membership at the next scheduled meeting.
- (d) The TREASURER shall maintain all cash and material assets of the Saint Louis Radio Control Flying Association Incorporated, sign and issue checks, determine which board members may sign and issue checks, keep an active data file of all Members and perform any other duties deemed necessary by the Board of Directors. The Treasurer shall file the IRS required form(s) with the IRS no later than the IRS-required deadline for such. In order to do so, appropriate zero-balance, double-entry accounting measures shall be maintained on a monthly basis, reported to the board and the membership as part of the monthly financial review. A minimum of three board members shall sign the annual statements in review of the annual tax forms. An external audit may be purchased at the Board's discretion.

Section 08 - Board of Directors shall maintain and execute the Mission and Vision the club while maintaining club Values, supervise the assets of SLRCFA, maintain and improve upon the club field, maintain and manage an annual budget with income and expense plan, maintain and document a list of membership types, maintain safety using safety officer, maintain Insurance using external community modeling organization or equivalent insurance, maintain relationships within the modeling community in St. Louis.

ARTICLE 4. MEMBERSHIP

Section 01 - The board may create and offer multiple membership types. All membership types shall be categorized as either voting and non-voting. Only members who have an active, paid voting membership may be participate in Majority Club Votes or Large-quorum Votes. Members without an active, paid voting membership may not vote.

Section 02 - The board shall maintain a Membership Type List to include name, dues, duration, requirements, renewal term, and voting or non-voting type, for each membership type.

Section 03 - The board shall create, maintain and document the Membership Practices clearly consisting of all membership acceptance, discipline and removal practices. Membership Practices must be published on the SLRCFA website and available in writing upon request. A Super-majority Board Vote is required to change the Membership Practices. All changes must be communicated electronically to the membership within five days.

ARTICLE 5. POWER OF ADMINISTRATION

- Section 01 - The highest authority shall be the Board of Directors
- Section 02 - The Board of Directors shall be empowered to represent the Saint Louis Radio Control Flying Association Incorporated and shall negotiate all business in behalf of the normal operation of the organization and the vital interest of the Membership.
- Section 03 - Between meetings of the Board of Directors, the highest authority shall be the President, whose actions are subject to approval or rejection by the Board of Directors at the next scheduled meeting by Majority Board Vote.

ARTICLE 6. MEETINGS

- Section 01 - At least one Board of Directors meeting shall be conducted each month. The time and place of the assembly may vary to suit the required conditions.
- Section 02 - Special meetings may be called by the President, at any time, provided all Members have been notified as to the business at hand at said meeting. An Executive Session may be called by the President or Vice President for member disciplinary matters with attendance limited to Board of Directors and active SLRCFA members invited by the President or Vice President, or by the member(s) subject to discipline.
- Section 03 - All meetings shall be conducted in an orderly manner

ARTICLE 7. CONSTITUTIONAL AMENDMENTS

- Section 01 - The membership at large, using a Large-Quorum Club Vote, may submit a Constitutional Amendment to the Board of Directors for their consideration.
- Section 02 - The Board of Directors may, by a Majority Board Vote, recommend a Constitutional Amendment to the membership at large.
- Section 03 - The Constitutional Amendment, as recommended to the membership by the Board of Directors shall be submitted to all eligible voting members in writing by the Secretary not less than five days prior to the scheduled vote.
- Section 04 - A Constitutional Amendment shall require a Large-quorum Vote to pass.

ARTICLE 8. MEMBERS OBJECTIONS

- Section 01 - Members wishing to overrule or reverse the actions of the Board of Directors may attend a regularly scheduled Board of Directors meeting and request reconsideration to be made by Majority Board Vote to overturn the prior decision during that same Board Meeting.
- Section 02 - If the Board of Directors does not overturn the prior decision brought by the club member in Article 8, Section 1, that same club member may enter a petition bearing the signature of two-thirds of the current members, not to include members of the Board of Directors, as long as the petition is received by an Officer within 60 days from the Board Meeting in Article 8, Section 1. The petition shall then be presented to all members for their approval or rejection with a one-week voting window culminating at the next scheduled club meeting. A two-thirds majority of votes tallied with a Large-quorum Vote is required to overrule the decision of the Board.

ARTICLE 9. RESIGNATION, TERMINATION, EXPULSION AND REINSTATEMENT

- Section 01 - Any Member may resign his or her Membership to the Saint Louis Radio Control Flying Association Incorporated but shall forfeit any dues or assessments paid.
- Section 02 - Any Member may be expelled from the Membership by a Majority Board Vote, if
- (a) such Member **willfully** commits any act of commission or omission which is a violation of any of the Saint Louis Radio Control Flying Association rules or any Safety Regulations of the Academy of Model Aeronautics, or

- (b) such Member undermines the harmony, reputation and the ability of the BOD or any Member or Members of this Association to conduct official business or undermines the good name and reputation of this Association and general interest to this hobby, and
- (c) the Membership Practices requirements have been followed by the BOD.

ARTICLE 10. ASSETS

No part of the funds and assets of this Association shall be applied to the benefit of, or be distributed to its Members, Directors, Officers, or other private persons, except that the Saint Louis Radio Control Flying Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in advancing the purposed set forth in Article 2.

ARTICLE 11. STOCKS

There shall be no capital stock or shares of stock issued as this Association is organized for the purpose from which no pecuniary or private gain or profit is to be derived from its operation.

ARTICLE 12. DISSOLUTION

Section 01 - This Association may be dissolved with the approval of two-thirds majority vote of the current eligible voting Members.

Section 02 - Upon dissolution of this Association, all assets including cash or saleable items, on record at the time of the dissolution, after liquidation of all liabilities, shall be either divided equally between current Members or donated to a charitable organization. DELETED ITEM

ARTICLE 13. REGISTERED AGENT

The Registered Agent for the Saint Louis Radio Control Flying Association Incorporated shall be the Secretary or appointed by the President and shall remain so at the President's discretion.

ARTICLE 14. LIABILITY ON OBLIGATIONS

The Officers, Directors or Members of the Saint Louis Radio Control Flying Association Incorporated shall not be liable on its obligations.