

BYLAWS OF THE GREATER  
CINCINNATI RADIO  
CONTROL CLUB

## Table of Contents

<u>Provision</u>	<u>Article</u>	<u>Page</u>
Purpose	I	1
Membership	II	1
Meetings of Members	III	3
Trustees	IV	4
Meetings of Trustees	V	6
Officers	VI	7
Dues	VII	8
Minutes and Records	VIII	9
Amendments	IX	9
Indemnification	X	9
Dissolution	XI	13
Grievance Procedure	XII	13
Summary of Revisions	XIII	15

## **Article I Purpose**

### Section 1. Purposes

The purposes for which the Greater Cincinnati Radio Control Club (GCRCC) is formed are: To foster social relationships and fellowship among model aviation enthusiasts; to promote and improve the hobby of model aviation, especially its radio control aspects; to provide leadership and guidance for all who seek the educational and recreational benefits of model aviation; to do all things necessary and incidental to the furtherance, execution, and performance of these purposes, and in general to exercise all the powers and authority conferred upon, and to do all things permitted to be done by, nonprofit corporations under the laws of Ohio.

## **Article II Membership**

### Section 1. Membership.

There shall be two classes of members as follows:

#### A. Voting members.

1. Seniors members – Members 19 yrs of age and older.
2. Junior members – Members 18 years of age and younger.
3. Paid-up Life Members – Members who pay life membership dues.
4. Life Members – Members recommended by a majority of the Board of trustees and approved by the voting members. These members shall pay no dues or assessments, but shall abide by all the other rules and regulations pertaining to voting members.

#### B. Non-Voting Members.

Honorary Members – Members recommended by a majority of the board of trustees and approved by the voting members. Honorary members shall have no vote, shall pay no dues or assessments, shall not be required to be members of the Academy of Model Aeronautics (AMA), and shall not be permitted to use any property of the GCRCC. Honorary Members shall abide by the rules and regulations adopted by the GCRCC pertaining to Honorary Members.

#### C. Additional Membership Classes.

The voting members may provide for additional classes of membership, voting or nonvoting.

### Section 2. Eligibility

Any person interested in the purpose of the GCRCC is eligible for membership.

Section 3. Membership Requirements.

A prospective member with flying privileges is required to present an application for membership and upon furnishing proof of AMA membership and payment of all dues and fees, the person shall be considered a member of the GCRCC.

Section 4. Membership record.

A. The GCRCC shall keep a membership record containing the name and address of each member, the date of admission to, and termination of, membership, and the class to which the member belongs.

B. It shall be the responsibility of each member to ensure a current address is recorded.

Section 5. Membership Certificates.

The GCRCC shall issue certificates evidencing membership, but shall not issue certificates for shares. All members must have their certificate of membership in their possession while exercising flying privileges at the club field.

Section 6. Voting Rights of Members.

Each voting member shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release, or other action. No member shall vote or act by proxy.

Section 7. Expulsion from Membership.

A. Membership in the GCRCC shall be automatically terminated for failure to pay dues or special assessments within three months after they are due.

B. The membership of those who fail to abide by these Regulations or by the rules of The GCRCC, or for any cause which is detrimental to the best interest of the GCRCC, as determined by the affirmative vote of two-thirds of the members of the Board of Trustees, will be terminated.

C. The Board of Trustees shall follow the grievance procedure of Section 12.

D. Membership may be terminated by the member giving written notification thereof to the recording secretary of the GCRCC, which shall be effective upon the recording secretary's receipt of said notice.

E. Upon termination of membership, such fact and the date shall be recorded in the membership record.

F. A member's flying privileges shall automatically be rescinded when he/she no longer belongs to the Academy of Model Aeronautics.

G. Any voting member who is expelled from membership may be reinstated to membership only by a two-thirds (2/3) majority vote of the Board of Trustees.

H. The GCRCC shall be chartered by the Academy of Model Aeronautics.

### **Article III Meetings of Members**

#### Section 1. Annual Meeting.

The annual meeting of voting members for the election of trustees and the consideration of reports to be laid before such meeting shall be held in the fourth quarter of each year, at such times and places as are accessible to the voting members, and as the board of trustees shall designate.

#### Section 2. Call of Meeting

A. Meetings of voting members shall be called by any of the following.

1. The president, or in the case of the president's absence, death or disability, the vice president;
2. The trustees by action at a meeting, or majority of the trustees acting without a meeting;
3. Thirty percent of the voting members.

B. Meetings of voting members may be held either within or without this state.

#### Section 3. Notice of Meetings

Written notice stating the time and place of a meeting of the voting members, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either by personal delivery, mail, email or telephone not less than one nor more than ninety days before the date of the meeting to each member entitled to notice of the meeting, by or at the direction of the president, the secretary, the officers, or persons calling the meeting. If mailed, such notice shall be addressed to the member at his/her address as it appears on the records on the records of the GCRCC. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 4. Quorum.

A. Fifteen voting members or three percent of members, whichever is the greater number, present at any meeting of the voting members shall be considered a quorum for such meeting.

B. The affirmative vote of a majority of the voting members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members.

Section 5. Monthly Meetings.

Anything in this Article to the contrary notwithstanding, regular meetings of the GCRCC shall be held once a month on the last Thursday of each month, January through October, and the Thursday following Thanksgiving Day, except as otherwise authorized by the members.

**Article IV Trustees**

Section 1. Election of Trustees

A. At a meeting of members at which trustees are to be elected, only persons nominated as candidates shall be eligible for election as trustees.

B. At all elections of trustees the candidates receiving the greatest number of votes shall be elected.

Section 2. Trustees; Number, Nomination, and Installation.

A. The board of trustees shall consist of fifteen trustees as follows. Seven trustees shall be automatically elected upon their election as officers as follows: president, vice president, recording secretary, corresponding secretary, treasurer, contest director, and newsletter editor. The following persons shall automatically be a Trustee: The previous term's president, the representative to Duke, the Circus Chair, and the Safety Officer. A number of trustees shall be appointed by the president to bring the total number of trustees to fifteen. The number of trustees may be changed at a meeting of the voting members called for the purpose of electing trustees by the affirmative vote of a majority of the voting members present if a quorum is present, but no reduction in the number of trustees shall of itself have the effect of shortening the term of any incumbent trustee.

B. Nominations for trustees shall be made in any manner designated by the members but in the following order: president, vice president, recording secretary, corresponding secretary, treasurer, contest director, and newsletter editor. After these nominations are made, the nominations for the remaining trustees shall be made in any manner designated by the members. The newsletter editor shall publish a list of nominees, which shall

be conveyed to each voting member at least one day prior to the next regular club meeting.

C. Unless a different installation date is set by the members, installation of the trustees shall take place at the next regular meeting of members after the election of trustees.

Section 3. Term of Office.

Each trustee shall hold office until the next annual meeting of voting members and until a successor is elected and installed, or until his/her earlier resignation, removal from office, or death.

Section 4. Vacancies.

Non-elected trustees may be removed from office for cause by a vote of the majority of the remaining trustees and such removal shall create a vacancy in the board.

Section 5. Authority of trustees; Bylaws.

A. Except where the law, the articles, or these Regulations require that action be otherwise authorized or taken, all of the authority of the GCRCC shall be exercised by its trustees. For their own government the trustees may adopt bylaws not inconsistent with the articles of these Regulations.

B. Except as otherwise authorized by the members, the board of trustees may approve any disbursement up to \$800.00.

C. The Circus Chair jointly with the Circus Committee may approve any Circus related expense.

Section 6. Committees Appointed by Trustees.

A. The trustees may create an executive committee or any other committee of the trustees, to consist of not less than three trustees, and may authorize the delegation to any such committee of any of the authority of the trustees, however conferred.

B. The trustees may appoint one or more trustees as alternate members of any absent member of any such committee, who may take the place of any absent member or members at any meeting of such committee.

C. Each such committee shall serve at the pleasure of the trustees, shall act only in the intervals between meetings of the trustees, and shall be subject to the control and direction of the trustees.

D. Any such committee may act by a majority of its members at a meeting or by writing or writings signed by all of its members.

E. An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the trustees.

F. The Circus Committee shall be led by the Circus Chair and consist of all board members plus other leaders as designated by the Chair.

## **Article V Meetings of the Trustees**

### Section 1. Notice

Subject to the exceptions applicable during an emergency for which provision is made in Section 1702.11 of the Ohio Revised Code or any succeeding section:

A. Meetings of the trustees may be called by the president, the vice president, or any four trustees.

B. Meetings of the trustees may be held at any place within or without the state and through any communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence at such meeting.

C. Notice of the time and place of each meeting of the trustees shall be given to each trustee either by personal delivery or by mail, email, or telephone at least one day before the meeting, which notice need not specify the purpose of the meeting.

D. A trustee who is present at a meeting of the trustees or a committee thereof at which action on any matter is authorized or taken and who has not voted for or against such action shall be presumed to have voted for the action unless a written dissent therefrom is filed either during the meeting or within a reasonable time after the adjournment thereof, with the person acting as secretary of the meeting or with the recording secretary of the GCRCC.

E. The Board of Trustees regularly meets on the second Thursday of each month at a location designated by the president.

### Section 2. Quorum for Meeting of Trustees.

Subject to the exception applicable during an emergency for which provision is made in Section 1702.11 of the

Ohio Revised Code, or any succeeding section, a majority of the whole authorized number of trustees is necessary to constitute a quorum for a meeting of the trustees, except that a majority of the trustees in office constitute a quorum for filling a vacancy in the board. The act of a majority of the trustees present at a meeting at which a quorum is present is the act of the board.

## **Article VI Officers**

### Section 1. Officers; Authority and Removal

A. The officers of the GCRCC shall consist of a president, a vice president, a recording secretary, a corresponding secretary, a treasurer, a contest director, and a newsletter editor.

B. Any officer may be removed, with or without cause, by the persons authorized to elect or appoint that officer without prejudice to the contract rights of such officer. The election or appointment of an officer for a given term, or a general provision in the articles, these Regulations, or the bylaws with respect to the term of office, shall not be deemed to create contract rights.

### Section 2. President

The president shall be the chief executive officer and shall preside at all meetings of members and trustees. The president shall have such powers and duties as may be prescribed or delegated by the board, shall be an ex officio member of all committees, and shall be a member of the Academy of Model Aeronautics (AMA).

### Section 3. Vice President

The vice president shall have such powers and perform such duties as may be delegated by the board. In the absence or disability of the president, the vice president shall exercise the powers and duties of the president. The vice president shall be a member of the AMA.

### Section 4. Recording Secretary

The recording secretary shall record the minutes of all meetings of members and trustees. The Recording Secretary shall be a member of the AMA

### Section 5. Corresponding Secretary

The corresponding secretary shall be in charge of preparing and distributing correspondence of this GCRCC.

### Section 6. Treasurer

The treasurer shall keep the membership record, shall keep full and accurate accounts of receipts and disbursements in books belonging to the GCRCC, shall deposit all moneys and other valuables in the name and to the credit of the GCRCC in such depositories as may be directed by the board of trustees, shall disburse the funds of the GCRCC as may be ordered by the board of trustees or by the president, taking proper vouchers therefore, and shall render to the trustees and the members at all regular meetings, or whenever the trustees may require it, and to the annual meeting of the members, an account of all transactions as treasurer and of the financial condition of the GCRCC. The Treasurer shall be a member of the AMA.

Section 7. Contest Director

The contest director shall plan and supervise competitive and sporting events for the purpose of entertainment and attainment of proficiency in model aviation. The Contest Director shall be a member of the AMA

Section 8. Newsletter Editor

The newsletter editor shall prepare and distribute the newsletter. The newsletter editor shall see that proper notice is given of all meetings of trustees and members, unless the board of trustees provides a different method of notification.

Section 9. Other Duties

All officers shall have such other duties as the board of trustees shall designate.

**Article VII Dues**

Section 1. Voting Members

Annual membership fees are due on January 1<sup>st</sup> of each calendar year schedule as specified in Table 1 Annual Membership Fees. A Senior Member is defined as a member who is 19 years of age or older as of 1 January of the year for which the dues are paid and a Junior Member is defined as a member who is under the age of 19 as of 1 January of the year for which the dues are paid. Once a senior membership has been purchased within an immediate family, each additional member will cost \$1. Memberships purchased after 30 September for a calendar year will have their fee pro-rated per Table 1. If dues are not paid by as required by Article 1 Section 7 the membership shall be automatically terminated.

**Table 1. Annual Membership Fees.**

Senior Member (19 yrs. and older) \$50

Junior Member (under 19)\$15

Additional Family members \$1

If you join the club late in the flying season, you will not be charged the full cost of a year's membership. Dues for new members after 30 September are \$12.50 for senior member and \$3.75 for junior members.

Late existing member renewals are not pro-rated.

### **Article VIII Minutes and Records**

#### **Section 1. Complete Records and Examination**

The GCRCC shall keep correct and complete books and records of account, together with minutes of proceedings of incorporators, members, trustees, and committees of the trustees and members. All books and records may be examined by any member or trustee or the agent or attorney of either, for any reasonable and proper purpose and at any reasonable time.

### **Article IX Amendments**

#### **Section 1. Articles**

The voting members at a meeting held for such purpose may adopt amended articles or an amendment to the articles by the affirmative vote of a majority of the voting members present if a quorum is present.

#### **Section 2. Club Rules**

The voting members at a meeting held for such purpose may adopt new regulations or an amendment to these Regulations by the affirmative vote of a majority of the voting members present if a quorum is present.

### **Article X Indemnification**

#### **Section 1. Indemnity**

The GCRCC shall indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the GCRCC, by reason of the fact that such person is or was a trustee, officer, employee, or agent of the GCRCC, or is or was serving as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding if acted upon in good faith and in a manner that can reasonably be believed to be in

or not opposed to the best interests of the GCRCC, and with respect to any criminal action or proceeding, he/she had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the GCRCC, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

The GCRCC shall indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the GCRCC to procure a judgment in its favor by reason of the fact that she/he is or was a trustee, officer, employee, or agent of the GCRCC, or is or was serving at the request of the GCRCC as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by her/him in connection with the defense or settlement of such action or suit if she/he acted in good faith and in a manner she/he reasonably believed to be in or not opposed to the best interests of the GCRCC, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to parties to or threatened with any action, suit, or proceeding, or (b) if such a quorum is not obtainable, or if a majority of a quorum of disinterested trustees so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the GCRCC or any person to be indemnified within the past five years, or (c) by the members, or (d) by the court of common pleas or the court in which such action, suit or proceeding was brought. Any determination made by the disinterested trustees or by independent legal counsel under the fourth paragraph of this Section shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the GCRCC under the first two paragraphs of this Section, and within 10 days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 2. Advances for Litigation Expenses.

Expenses, including attorney's fees, incurred in defending any action, suit or proceeding referred to in Section 1 of this Article, may be paid by the GCRCC in advance of the final disposition of such action, suit or proceeding as the GCRCC unless and only to the extent that the court of common pleas or the court in which

such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper.

To the extent that a trustee, director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the foregoing paragraphs of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection therewith.

Any indemnification under the first two paragraphs of this Section, unless ordered by a court shall be made by the GCRCC only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee, or agent is proper in the circumstances because he/she has met the application standard of conduct set forth in those two paragraphs. Such determination shall be made (a) by a majority vote of a quorum consisting of trustees of the GCRCC who were not and are not authorized by the trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the GCRCC as authorized by this Article.

### Section 3. Indemnification Non-exclusive

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled, as a matter of law, vote of members or disinterested trustees, or otherwise, both as to action in her/his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### Section 4. Indemnity Insurance

The GCRCC may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the GCRCC, or is or was serving at the request of the GCRCC as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against any liability asserted against her/him and incurred by her/him in any such capacity, or arising out of her/his status as such, whether or not the GCRCC would have the power to indemnify her/him against such liability under this Article.

Section 5. Survival of Indemnification

As used in this Article, reference to “GCRCC” include all constituent corporations in a consolidation or merger, and the new or surviving corporation so that any person who is or was a trustee, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, trustee, officer, employee, or agent of another corporation, foreign or domestic, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, shall stand in the same position under this Article with respect to the new or surviving corporation as he/she would if he/she had served the new or surviving corporation in the same capacity.

## **Article XI Dissolution**

### Section 1. Approval

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

### Section 2. Assets

Upon dissolution of the GCRCC, the Board shall, after paying or making provision for the payment of all the liabilities of the GCRCC, dispose of all the assets of the GCRCC exclusively for the purposes of the GCRCC in such a manner, to the Academy of Model Aeronautics, Inc., or to other such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to such other organization with purposes similar to the purposes of the GCRCC, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas (or similar court) of the county in which the principal office of the GCRCC is then located, exclusively for such purposes and to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article XII Grievance Procedure**

### Section 1. Purpose

The grievance procedure provides a mechanism to enforce existing Club and 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 Board of Trustees for its consideration by means of a Grievance Form to be filled out and turned in to the President. At least one witness is required to sign the Grievance Form. The form to be used is document #535-A as published by the AMA.

### Section 2. Action of the Board of Trustees

The Board of Trustees shall use its judgement in carrying out action on the following:

A. A Grievance Form will be filled out and turned into the President. At least one witness is required.

B. First Violation The viewpoints of both complainants and accused will be considered. The complainant's name will be disclosed. A verbal reprimand will be given to the accused by the Board of Trustees, and this will be recorded in the Board minutes.

C. Second Violation Complainant's name will be disclosed. The accused has the right to a written rebuttal, to be reviewed by the Board. If the Board 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.

D. Third Violation The Board will notify the accused in writing and the Board will vote on the expulsion of the accused at the next Board meeting. Said expulsion will last for a minimum of one year. (Longer if deemed necessary by the Board.) A member may be expelled from the Club only upon a two-thirds (2/3) majority vote of the Board. Voting will be by ballot at a regular monthly Board meeting. The ballots are to be counted by two board members that were not part of the original complaint against said member. The expelled member may reapply for membership after the expiration of the expulsion period.

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

F. Any member receiving a Grievance, who directs any retaliation action against the person filing the Grievance, will be subject to immediate expulsion from the Club. This is to include threats, intimidation, physical harm, intentional equipment damage, or any other action deemed to be retaliatory by the Board of Trustees.

Section 3. Termination Nothing in this progressive discipline Article XII shall prevent the Board of Trustees from terminating a member whose willful or malicious conduct or disregard of rules creates a safety hazard; subjects the club to legal or criminal liability; or subjects the club to loss of the flying site lease.

## **Article XII Summary of Revisions**

### **July 26, 2018 Revisions**

The Board recommend, and the membership approved several changes to our Bylaws to reflect our practices. They are:

- Current Bylaws require previous members to pay initiation fee upon rejoining unless they applied to the board for a leave of absence before leaving the club. In recent years, we have not been following this practice, instead encouraging members to return to the club without penalty. Perhaps this provision was more relevant when we had a limit on the number of members. This change eliminates that requirement so returning members only need to pay dues.
- Adds provision that late paying current members will not receive a prorated discount for payment after September 30.
- Defines Circus Committee to clarify who is on this committee.
- Gives Circus Chair and committee authority to pay Circus expenses. This has been our practice with Circus expenses.
- Eliminates requirement to publish rule changes in newsletter before voting. We have not followed this procedure, instead proposing and approving rule changes in membership or board meetings.
- Replaces Cinergy with Duke.

For the Board, Past President, Richard Kuns

### **January 31, 2019 Revisions**

The Board recommended and the membership approved increasing the amount the Board can approve from \$300 to \$800 in Section 5, paragraph B.

### **April 25, 2019 Revisions**

The Board recommended and the membership approved removing the initiation fee for both senior and junior members in Article VII Dues.