

Constitution and By-Laws of the National Association of Scale Aeromodellers

- I. **Purposes & Restrictions:** This corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for the hobby and sport purposes as set forth in Section 501(c)(7) of the Internal Revenue Code. Without limiting the generality of the foregoing or the character of the affairs to be conducted by the corporation in the future, the corporation initially shall conduct the following hobby and sport and have the following purpose.

To encourage, promote and advance all phases of scale aeromodelling, regardless of size, power or mode of control. To encourage the formation of scale clubs. To encourage flying scale competition at all levels. To encourage the training of scale judges for competition. To encourage the sharing of scale data, photos and drawings. To maintain good relations with media and Academy of Model Aeronautics to further enhance the image of scale aeromodelling. To produce a newsletter for scale aeromodellers.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the power specified in Sections 10 3302 and 10 3303 of the Arizona Revised Statutes, as amended from time to time, and to do all and everything necessary, suitable and proper for the accomplishment of the purposes or attainment of the purposes set forth above either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities, and, in general, to do and perform such acts and transact such business in connection with the foregoing purposes not inconsistent with law; provided, however, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(7) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

No primary or substantial part of the activities of the corporation shall be participation in or intervention in (including the publishing or distributing of statements) any political campaign on behalf of or opposition to any candidate for public office. No person shall possess any property right in or to the property or assets of the corporation.

- II. **Offices:** The principal office of the corporation in the State of Arizona shall be located in the County of Maricopa. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Arizona a

registered office, and, if required by law, a registered agent whose office is identical with such registered office. The registered office in the State of Arizona, and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

III. **Members:**

- **SECTION 1.** Membership is open to any member of any country's aeromodelling organization, i.e., AMA, SAME, MAAC and to any other aeronautical organization, i.e., IPMS, EAA, Confederated Air Force, or any person interested in scale aeromodelling, etc.
- **SECTION 2.** Dues of twenty dollars (\$20.00 U.S.) twenty-two dollars (Canada), twenty-seven dollars (foreign) each year for membership. The Secretary/Treasurer can, at renewal time, call for an increase in dues, not to exceed one dollar in any given year, without the vote of the membership.
- **SECTION 3.** Member Meetings: There shall be an annual membership meeting during the on the one of the days scheduled for control line and radio control scale at AMA National Championships. There may also be meetings on the district level. "Fly-In" or "All Scale Contest" will make a good format for these meetings.

IV. **Board of Directors:**

- **SECTION 1.** General Powers. The Board of Directors will select the non-Director-Officer members of the Executive Committee that will manage the affairs of the corporation. Directors need not be residents of the State of Arizona.
- **SECTION 2.** Number and Tenure. The number of Directors shall be equivalent to the number of elected officers with each Director being an elected officer. Director-Officers shall be elected by the general membership for a two year term. Director-Officers shall serve until his or her successor shall have been elected by the membership. Director-Officer vacancies are filled by appointment by the Board of Directors.
- **SECTION 3.** Regular Meetings. A regular annual meeting of the Board of Directors shall be held with notice as specified in Article V on one day between the first day of RC scale at the AMA National Contest and the last day of the NASA Scale Classic of the same year. The rules of this meeting will be equivalent to the rules of meetings for the Executive Committee in Article V. The single required task at this annual meeting is to select the slate of non-Director-Officers to serve on the Executive Committee for the following year.

V. **Executive Committee:**

- **SECTION 1.** General Powers. The affairs of the corporation shall be managed by its Executive Committee.
- **SECTION 2.** Number and Tenure. The number of Executive Committee Members NASA shall be the sum of the elected Director-Officers and others appointed by its Board of Directors. The term of Executive Committee Members will be until term of office is up or until replaced or terminated by the Board of Directors.
- **SECTION 3.** Regular Meetings. A regular annual meeting of the Executive Committee shall be held without other notice than this bylaw on the one of the days scheduled for Control Line and Radio Control Scale at the AMA National Contest. The Executive Committee may provide by resolution the time and place for the holding of additional regular meetings of the Executive Committee without other notice than such resolution published to the Executive Committee Members.
- **SECTION 4.** Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the President or any two Executive Committee members. The person or persons authorized to call special meetings of the Executive Committee may fix any place as the place for holding any special meeting of the Executive Committee called by them.
- **SECTION 5.** Notice. Notice of any special meeting of the Executive Committee shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, facsimile or other electronic means to each Executive Committee Member at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Executive Committee Member may waive notice of any meeting. The attendance of a Executive Committee Member at any meeting shall constitute a waiver of notice of such meeting, except where a Executive Committee Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.
- **SECTION 6.** Quorum. At least one third of the Executive Committee Member rounded to the nearest whole number or a minimum of three Executive Committee Member, whichever is greater shall constitute a quorum for the transaction of business at any meeting of the Executive Committee Member.
- **SECTION 7.** Manner of Acting. The act of a majority of the Executive Committee Member at a meeting at which a quorum is present shall be the act of the Executive Committee Member, unless the act of a greater number is required by law or by these bylaws. Any meeting of the Executive Committee Member may be held by means of telephone conference or other

similar communications equipment by means of which all participants participating in the meeting can hear each other.

- **SECTION 8.** Vacancies. Any vacancy occurring in the Executive Committee Member may be filled by the affirmative vote of a majority of the remaining Executive Committee Member, though less than a quorum of the Executive Committee. An Executive Committee Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- **SECTION 9.** Compensation. Executive Committee Members as such shall not receive any stated salaries for their services, but by resolution of the Executive Committee a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Executive Committee; but nothing herein contained shall be construed to preclude any Executive Committee Member from serving the corporation in any other capacity and receiving compensation therefore.
- **SECTION 10.** Informal Action Any action required by law to be taken at a meeting of Executive Committee, or any action which may be taken at a meeting of Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Executive Committee Members.

VI. Officers:

- **SECTION 1.** Officers. The officers of the corporation shall be a President, a Vice President, a Secretary/Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and Secretary.
- **SECTION 2.** Election and Term of Office. The officers of the corporation shall be elected biennially for a two year term by NASA members by either mail or electronic ballot at year end. The office will be initiated on January 1st on even numbered years. The majority of votes will determine the winner. If there is no majority then there will be a run-off re-ballot for the two candidates receiving the most votes. New officer-director positions may be created by the Executive Committee by a majority of the Executive Committee Members. These positions may be filed with a special NASA member ballot or with the semi-annual NASA member ballot. Each officer shall hold office until his or her successor shall have been duly elected.
- **SECTION 3.** Removal. Any Officer elected by the NASA members may be removed by unanimous vote of the current Executive Committee members excluding the Elected Officer in question whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- **SECTION 4.** President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business

and affairs of the corporation. He or she shall preside at all meetings of the Board of Directors and Executive Committee. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Committee from time to time. The President shall appoint an Editor and a Publisher for the newsletter, a Web Master, and a representative from each of the AMA Districts. The President resides over meetings and maintains open lines of communication with all other officers and committee chairpersons as well as the district Representatives.

- **SECTION 5.** Vice-President. Acts in the absence of the President and is to act in an advisory capacity to all officers.
- **SECTION 6.** Treasurer. If required by the Executive Committee, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Executive Committee shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Executive Committee. He or she will maintain the membership database with complete contact information including renewal date for membership, and will report this information when requested by Executive Committee Members or editor or publisher for the newsletter, webmaster, or AMA District representative.
- **SECTION 7.** Secretary. The Secretary shall keep the minutes of the meetings of the Executive Committee and Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by laws; keep a register of the post office address of each Officer-Director which shall be furnished to the Secretary by such Officer-Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Executive Committee. He or she will also provide a

roster of the members to AMA, as well as organize the election of the officers in November and December.

- **SECTION 8.** Secretary/Treasurer. One person is elected to serve both offices.

VII. Committees:

- **SECTION 1.** Rules Committee: Shall advise the AMA and FAI rules committee of what NASA needs and will develop and prove new rules for submission.
- **SECTION 2.** Documentation: Shall provide and update a reference library, sources and data base of photos, drawings and other data for use by members.
- **SECTION 3.** Public Relations: Shall work with the Aeromodelling Media to maintain a high level of coverage in these publications. This committee shall also work on and publish new technical advances and work with kit manufacturers for the advancement of items for the commercial market.
- **SECTION 4.** Membership: Shall maintain a data base of contact information on all members including telephone, email and other addresses, level of interest over a range of interests within the aeromodeller hobby-sport, renewal date, and AMA and NASA numbers
- **SECTION 5.** The President can at any time deemed necessary by the Executive Committee, appoint a committee for any purpose that may be useful. The President can appoint the committee chairperson or have the committee elect their own chairperson. All committee chairpersons shall report to the President monthly.

VIII. Contracts, Checks, Deposits and Funds:

- **SECTION 1.** Contracts. The Executive Committee may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- **SECTION 2.** Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President of the corporation.
- **SECTION 3.** Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Committee may select.

- **SECTION 4.** Gifts. The Executive Committee may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

IX. Books and Records:

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Executive Committee and other committees having any of the authority of the Executive Committee, and shall keep at its registered or principal office a record giving the names and addresses of each of the Directors. All books and records of the corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time and place.

X. Fiscal Year:

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

XI. Seal:

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

XII. Waiver of Notice:

Whenever any notice is required to be given under the provisions of the Arizona Non Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

XIII. Amendment to Articles of Incorporation and Bylaws:

The articles of incorporation of the corporation and these bylaws may be altered, amended or repealed. Changes in the articles of incorporation or bylaws may be proposed by any paid-up NASA member. Proposed Amendments shall be submitted to the President, Vice-President, or Secretary/Treasurer. Approval is required by the Executive Committee. Then the proposed change is forwarded to the membership by mail ballot for their vote.

The Secretary will within fourteen (14) days of receipt, distribute copies of a proposed amendment to the Executive Committee along with a ballot for their approval, disapproval, or suggestions for modification. All ballots are to be returned to the Secretary within 14 days of receipt.

If the proposed amendment is disapproved by a simple majority (51%) of the Executive Committee, or recommendations for changes have been submitted by them, the amendment will be referred back to the initiating NASA member. The proposer will have the option of resubmitting the proposed Amendment as revised by the Executive Committee or withdrawing it completely.

If the proposed amendment is approved by a simple majority (51%) of the Executive Committee Members present at any regular meeting or at any special meeting, if at least two (10) days' written notice is given of intention to alter, amend or repeal or to adopt new articles of incorporation or bylaws at such meeting.

Amendments approved in total by a simple majority (51%) of the Amendment Committee will be published in the next scheduled issue of Replica, the NASA newsletter, along with a ballot for membership voting on the proposed amendment. Ballots are to be returned within 30 days of mailing or emailing of the newsletter to a designated neutral party to be named by the President of NASA. To the back of each ballot must be affixed the member's stick on address mailing label or the email sender's address must be the member's address to be considered valid.

Ballots returned within the 30 day period will be considered a quorum. Ratification of proposed Amendments will require approval by two-thirds of the returned ballots. The results of the ballot will be published in the next scheduled issue of Replica by the newsletter editor.

Amendment proposals rejected by a ballot of the NASA membership may not be resubmitted for a period of three (3) years.