Airdrie Modellers Aircraft Society (AMAS)

BYLAWS

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Rev Number	Section within Record	Description of Change
1	3	Objectives removed. Special Resolution added for Bylaw amendment.
1	7.3	Reworded
1	7.4	Reworded

Acronyms & Abbreviations

Abbreviation	Description
AMAS	Airdrie Aircraft Modellers Society
MAAC	Model Aviation Association of Canada
RPAS	Remotely Piloted Aircraft Systems
TC	Transport Canada
FPV	First Person View

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1 Preamble

The name of this society shall be "AIRDRIE MODELLERS AIRCRAFT SOCIETY", which may also be known or referred to as "AMAS" or the Club.

2 Definitions

Remotely Piloted Aircraft Systems (RPAS): A remotely piloted aircraft, its associated remote pilot station(s), the required command and control links and any other components as specified in the type design.

Aircraft: Any machine that can derive support in the atmosphere from the reactions of the air other than the reactions of the air against the earth's surface. An RPAS can be a fixed wing airplane, a single rotor (helicopter), or a multi-rotor ("drone").

3 Amendments to the Bylaws

The Bylaws may be rescinded, altered, or added to by a "Special Resolution". Thirty(30) days notice to all open members is required to make any changes to the Bylaws.

- A Special Resolution will be passed by a quorum of 40% attendance of the total regular membership and a 75% voting majority.

4 Membership

4.1 Classification of Members

There are four categories of Members in the Club and these are defined in the following sections:

- Open Member
- Junior Member
- Associate Member
- Life Member

4.1.1 Open Member

Approved member residing in Alberta over the age of eighteen (18) years. Dependents of an Open Member in good standing are entitled to full club privileges when accompanied by said Open member. Open members are entitled to full club privileges and are subject to all club rules and regulations. Open members must have valid Model Aeronautics Association of Canada (MAAC) membership.

4.1.2 Junior Member

Members under the age of 18 years. Junior members shall have all the privileges and responsibilities of membership, save the right to vote or hold office in the Society, and shall have no right, title, or interest in the property of the Society, even at dissolution of the club. Junior members must also have valid Model Aeronautics Association of Canada (MAAC) membership.

The letter "J" shall be inserted on the junior member's card to identify the junior member status.

Upon reaching the age of 18 years, a junior member of the Society shall be entitled to become an Open member by notifying the Membership Chairperson that he is of age.

Applicants for junior membership shall further provide a guarantee for financial liabilities to the Society and its members, to be furnished by a parent, guardian, or another member of the Society.

The application fee shall not be applicable for junior membership but shall be payable when the junior member reaches 16 years of age.

4.1.3 Associate Member

Approved members with no flying privileges at the Club airfield. MAAC membership is not required.

4.1.4 Life Member

A member in good standing may become eligible as a "Life Member" upon the recommendation of the Board and approved by the membership at any regular meeting. Life Members are not subject to annual Club dues; however, valid MAAC membership is required to use the Club airfield.

Life members are entitled to full club privileges and are subject to all club rules and regulations.

4.2 Membership General

In the interest of safety, membership in the club shall be limited to a number determined by special resolution.

Membership fees (with discounts as considered appropriate) charged by the society shall be determined by the Board of Directors.

4.3 Admission of Members

Membership may be granted to individuals that agree with the objectives of the Club and pledge themselves to be governed by the Bylaws and Rules of the Club. These memberships may be granted yearly upon payment of dues as determined by the Club. All members of the club shall be current members of the Model Aeronautics Association of Canada (MAAC), with the exception of Associate Members.

All applications for membership shall be submitted to the Board of Directors and upon approval by the Board, the applicant shall become a member.

A member shall be deemed to be in good standing when all the following conditions are met:

- Submitted a signed application form (completed yearly);
- When the individual has paid all required membership fees; and
- Submitted proof of a valid Model Aeronautics Association of Canada (MAAC) membership (with the exception of Associate Members).

4.4 Membership Fees

The membership year shall be the calendar year (all memberships expire on December 31). All yearly paid membership fees are non-refundable.

The annual membership fee (as determined by the Board of Directors) will be clearly stated on the Application Form. Application forms may be submitted at any time during the year but the use of the Club airfield is not permitted until your membership card is issued by the Club. The card will only be issued once payment and proof of valid MAAC membership has been received.

In special circumstances, the Board of Directors may reduce the membership fee for select individuals for compassionate reasons or as a reward for service to the club.

Any member joining the Club after September 01 each year shall pay one-half (1/2) the membership fee in any category.

Issued membership cards and proof of MAAC membership must be displayed when flying at the club airfield.

4.5 Rights & Responsibilities of Members

Any Open Member in good standing is entitled to:

- Receive a copy of the By-Laws and Policy Manual (Club Rules);
- Use the club facilities;
- Be elected or appointed to any position or office; and
- Inspect the minutes and the financial records of the club at any General or Annual General Meeting

Any Junior Member in good standing is entitled to use the Club facilities.

Any Associate Member in good standing is:

- Entitled to all the privileges except that of voting, holding office, and flight privileges;
- Not required to pay annual MAAC fees

All members shall pledge to behave in accordance with the Bylaws and Rules of the Society.

4.6 Suspension or Termination of Membership

The Board of Directors, by a majority vote, shall have the right to suspend an individual's membership, effective immediately, for one or more of the following reasons:

- If a member has failed to abide by these Bylaws;
- If a member has failed to abide by the Club Rules;
- If a member has failed to abide by the MAAC Safety Codes; and
- If a Member has disrupted meetings or functions of the Club.

The Board of Directors shall have the right to prohibit a Suspended Members use of the club airfield(s) and may pursue legal action as required.

The Board of Directors shall advise the Suspended Member in writing that his/her membership privileges have been suspended and state the reason(s) for this suspension. Such notice shall

also include that they are prohibited from use of the club airfield(s), if such applies. Such notice shall also include a copy of these Bylaws. The notice may be delivered in person or may be sent by Registered Mail.

The Suspended Member shall have the right of appeal at any General Meeting of the Club within 90 days of receiving the Notice of Suspension.

The Club will provide the Suspended Member with the opportunity to address the membership present at the General Meeting, but the Club may limit the time given the Suspended Member.

If the Suspended Member does not appeal the suspension within 90 days of receiving the "Notice of Suspension" his/her membership shall be considered terminated.

After the Suspended Member has addressed the Membership at the General Meeting, the members present shall vote to either:

- Restore the privileges of membership to the suspended member; or
- Terminate the membership of the Suspended Member.

A member who has had his/her membership in the Club terminated shall be granted another membership only at the discretion of the Board of Directors.

4.7 Resignation to Membership

Any Member may resign from the Club by sending a written notice to the Secretary or President of the Club.

4.8 Withdrawal

If a Member has not paid the annual membership fee by January 01 each year the Member is considered to have submitted his resignation.

4.9 Membership Transfer

No right or privilege of any member is transferable to another person.

4.10 Limitation on the Liability & Insurance

No Member is, in his individual capacity, liable for any debt or liability of the Club.

Membership in the Society shall not create an interest in any of the assets or property belonging to the Club except open members at the dissolution of the Society.

The Society shall be registered with MAAC and provide public liability and property damage insurance, through MAAC, as laid down in the MAAC rules and regulations.

5 Meetings

5.1 Annual General Meetings

The Club must hold an Annual General Meeting on or before the first regularly scheduled meeting in February of each year. A quorum of 20% attendance of the total regular membership is required to pass motions (with at least 60% voting majority) at the meeting (exceptions are noted in the following Section). Meetings may be held in person or via tele-conference, or a combination of both. Proxy votes are considered to contribute to the quorum.

5.2 General Meetings

Regular meetings of the membership will be held throughout the year at the discretion of the Executive Committee, but shall be held no less than four (4) times per year. A quorum of 20% attendance of the total regular membership is required to pass motions (with at least 60% voting majority) at the meeting. Meetings may be held in person or via tele-conference, or a combination of both. Proxy votes are considered to contribute to the quorum.

5.3 Special Meetings

Special meetings may be called by the President, or the Board of Directors, by notice in writing to the last known email address of each open member with a minimum of three days notice. Special Meetings may be held in person or via tele-conference, or a combination of both.

A special meeting of the membership shall be called by the President upon receipt of a petition signed by one-third of the regular members in good standing, setting forth the reasons for calling such a meeting, with notice period as outlined above.

5.4 Voting

Only Open and Life members in good standing may vote at General, Special, or Annual Meetings.Voting may be conducted at meetings in person with a show of hands, signed proxy forms sent to the Secretary, or by on-line forms.

6 Governance Structure of the Society

6.1 The Executive

The Executive Committee will comprise a President, Vice-President, Secretary, and Treasurer. The Board of Directors will comprise the Executive Committee, the Past-President, and five Directors.

The President, Vice-President, Secretary and Treasurer will be elected by a vote of open members in good standing at the Annual General Meeting. There is no limit to the term an official may serve.

The Directors will consist of four open members in good standing and one Life member. The four open member Directors will serve a two year term and be elected at the Annual General Meeting (however, only two Directors will be elected each year). The Life member has no limit to his term of office.

Any Officer, or Director, who fails to attend three (3) consecutive Executive meetings without just cause in the opinion of the Executive Committee, may be removed from office.

The Executive Committee will appoint a replacement to serve out the remaining portion of the removed person or any other position vacated for any other reason.

The Executive committee will be the only body that will dispense any disciplinary action.

All Officers of the Executive Committee must be members in good standing at election and will be removed from office if their status changes during their term.

6.2 Duties & Powers

The *President* will preside at the General Annual Meeting, all regular meetings and all Executive meetings of the Society and will provide general supervision of the affairs of the Society. The President, or designate, shall be ex-officio member of all committees. The

President shall have the power to appoint committees, and committee Chairpersons, as he deems necessary.

The *Vice-president*, in absence of the President, will assume the duties and powers of the President. If the President's position becomes vacant the Vice-president will assume the duties and responsibilities of the President until the next Annual General Meeting.

The *Secretary* shall act under the direction of the President and of the Board of Directors. The Secretary shall attend meetings of the Society and of the Board of Directors, and record the minutes. The Secretary shall keep and maintain the Society's Minute Book in which the minutes of all meetings will be filed along with other important documents. In the case of temporary absence of the secretary, any regular member designated by the President, shall discharge the secretarial duties. The Secretary shall have charge of all the correspondence of the Society and shall maintain the Membership Roster, with addresses, telephone numbers and e-mail addresses, and will promptly complete and submit, on a timely basis, any reports, statements, or forms required by the Province under the Societies Act or by any other Government, or Model Aeronautics Association of Canada, requirements.

The *Treasurer* shall receive all lawful monies owing to the Society and shall be responsible for the prompt deposit of same in the Society bank account and, disburse such funds promptly as necessary to properly conduct the business of the Society. He shall account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board of Directors whenever requested, a brief financial report at each regular business meeting, and shall prepare for submission to the Annual General Meeting the annual Financial Statements (duly audited). One person may fill the office of the Secretary and Treasurer if the membership at an Annual General Meeting so decide. The Treasurer, along with any one of either the President or Secretary, shall co-sign cheques drawn on the Society's bank account except for amounts up to $100.00 which the Treasurer may sign alone but must confirm later with the other signing authorities.

The *Past-President* shall automatically assume this position following his tenure as President. He will act as an advisory to the Board and shall be the Chair of the Nominating committee to fill positions of the Board at the end of the next term for any positions becoming vacant.

The Board of Directors, subject to the Bylaws and directions given it by majority vote at any meeting properly called and constituted, has full control and management of the affairs of the Society. The Board of Directors must meet at least once every three months in person or

by tele-conference. A quorum of the Board of Directors shall be at least fifty percent (50%) of the number on the Board, plus one.

A Special Meeting of the Board of Directors may be requested of the President by a written petition signed by members in good standing representing a minimum of 10% of the total regular membership and stating the business to be brought forth, with ten days notice given to all members of the Board. Any transactions resulting at the meeting shall be ratified at the next regularly scheduled meeting of the membership.

Any Officer vacating a position at any time shall immediately surrender all records, keys and material belonging to the Society.

6.3 Remuneration

Unless authorized at any meeting, no officer or member of the society shall receive any remuneration for his services.

6.4 Standing Committees

Standing committees are of a permanent nature established by the bylaws as outlined in the following sections. Appointments to all committees will be at the discretion of the President, or, by vote at any membership meeting. Only open members in good standing may be appointed to a committee. All committees report to the Board of Directors at the will of the Board.

6.4.1 Membership Committee

The Treasurer will be in charge of accepting new members, renewals of existing memberships, and the collection of annual dues and fees. Then a report and the membership information shall be passed on the Secretary and Membership Committee for their purposes.

6.4.2 Rules and Safety Committee

This committee will be in charge of compiling rules of conduct and of ensuring that all members are aware of these rules and those of MAAC. Complaints of rules not being followed by any member will be directed to this committee who will review the circumstances and make recommendations to the Board for appropriate action.

6.4.3 Field Maintenance Committee

This committee is charged to take care of the field, the buildings and equipment.

6.4.4 Training Committee

This committee shall maintain a roster of instructors, open members in good standing, and shall maintain proper standards as required by MAAC and the Board. The committee will assign instructors for student training and for evaluating new members who have previously obtained their required pilot proficiency ("wings") from other clubs. The committee shall ensure that the issuance of "wings" will not take place until the student candidate has properly passed the necessary qualification tests. These tests will be compiled by this committee and must be approved by the Board. All documents, properly completed, must be filed with the Secretary before the "wings" are issued.

6.4.5 Communications Committee

The committee will be responsible for the Internet web page and dissemination of appropriate information to the membership.

6.4.6 Activities Committee

This committee shall be in charge of organizing Fun Day events or any other club sanctioned activity.

6.4.7 Nominating Committee

Working under the direction of the Past-President, or, someone designated for this purpose by the President, this committee will be responsible for recruiting new officers of the Executive and committee Chairs for each standing committee as vacancies occur.

7 Management & Financial

7.1 Financial Records, Books, and other records

The Society's fiscal year shall be from November 1 to October 31 of each year.

Except normal recurring expenses, the membership must approve all expenditures exceeding $1,000.

7.2 Minute Books & Other Records

The Secretary shall keep all minutes and Society documentation.

7.3 Borrowing Powers

The Society may borrow, raise, or secure funds in such manner as it sees fit, except for amounts in excess of $1,000 which must be approved by the membership. The power to issue debentures shall be exercised only under the authority of the membership as a whole. In no case shall debentures be issued without the sanction of a Special Resolution of the Society.

7.4 Audit

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.

7.5 Indemnities

Except to the extent paid in settlement from any applicable insurance policies, and to the extent permitted by applicable MAAC policies, the Society agrees to indemnify and hold harmless its respective directors, officers, agents, and permitted successors. This provision assigns against any and all claims, losses, damages, liabilities, penalties, punitive damages, expenses, reasonable legal fees and costs of any kind or amount whatsoever, which result from or arise out of any act or omission of the indemnifying party, its respective directors, shareholders, affiliates, officers, agents, and permitted successors and assigns the act or omission in connection with this Society. This indemnification will survive the dissolution of this Society.

8 Dissolution

Should the Society dissolve, or cease to exist, and there is existence of assets (physical property and/or monies) belonging to the Club, the physical properties shall be sold and the proceeds from the sale shall be added to any monies on hand. After all legitimate debts have been paid off; the net balance shall be distributed equally amongst the active open members who were in good standing at the time of dissolution.