

The Constitution and Bylaws Of The Southern Kentucky Model Aero Club, Inc.

**Date of Ratification
June 18th, 2012
Date of First Revision
January 18th, 2021**

Article I. NAME

- A. NAME:** The name of this corporation shall be the Southern Kentucky Model Aero Club, Inc. The acronym SKYMAC shall be used for the club nickname.
- B. LOCATION:** This facility has been designated the Carson L. Stahl Memorial Aerodrome and is located adjacent to the North Industrial Park. The address of SKYMAC is: 185 Stahl Lane, Bowling Green, KY, 42101

Article II. PURPOSE

The purpose of this club shall be to promote the building and flying of model airplanes, helicopters, and drones to advance the sport of model aviation in such a manner as to bring credit upon this club, its members, and the sanctioning organization.

Article III. SANCTION

This club shall be sanctioned by the Academy of Model Aeronautics. All policies and regulations established by this club shall conform to the policies and regulations of the sanctioning organization. The corporation is formed exclusively for charitable, religious, educational, and scientific purposes under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code or laws. See amendment A49 Pg109. SKYMAC and its members shall provide charitable contributions to the community.

Article IV. MEMBERSHIP

A. QUALIFICATIONS:

1. **AMA Membership Required:** All SKYMAC members who wish to fly must maintain an Open Membership in the Academy of Model Aeronautics.
2. **FAA Registration Required:** Members are also required, by current FAA Regulations, to apply for and maintain a UAS Certificate of Registration Number which must be placed on the outside of each aircraft.

B. CONDUCT: All members are expected to treat other members and guests fairly, equally, and with respect and courtesy. Members will behave legally, responsibly, and conduct themselves in a manner which will not harm, cause embarrassment, or injure the reputation of the club. Members will not physically or verbally harass others and will refrain from making inflammatory or divisive comments in any form (verbal, email, social media) which may be detrimental to the club's interests and harmony.

1. When a complaint is lodged against a member for misconduct it is to be submitted to the Board of Directors for review.
2. Upon review by the Board of Directors a notice of the charge(s) shall be posted by registered mail to the member by the club secretary.
3. The member will be given a period of thirty (30) days after the charge has been posted to answer the allegations before expulsion can be in effect.
4. After a due hearing the member may be expelled by a two-thirds (2/3) majority vote of the entire members that voted.
5. All rights and privileges of an expelled member shall be terminated immediately after the expulsion.
6. Reinstatement of an expelled member cannot occur until at least one (1) year has elapsed from the date of expulsion and the application for readmission has been approved by the Board of Directors.

C. DUES:

1. Dues are listed on the Club's Web Site and are not part of this document.
2. Dues shall be collected on an annual basis as prescribed by club rules.

3. Membership shall expire annually on a date specified by club rules.
 4. The annual club dues shall be subject to change from year to year by a majority vote.
 5. Club dues for the following club year will be open for discussion and accepted for consideration during the July club meeting. At the August club meeting, club members are to evaluate all proposals and shall make a motion on which proposal to present to the club membership to vote on. The motion shall require a second reading which shall take place during the September club meeting, prior to taking a club vote. All members shall be notified of the second reading at least two weeks prior to the September club meeting.
 6. Voting on the proposed dues shall take place during the September club meeting. For those members who cannot attend the meeting, a proxy vote from the member will be accepted provided he/she adheres to the procedure for submitting a proxy vote. Should the proposed dues motion fail to pass, then the existing club dues will prevail for the following club year.
 7. Pro-Rated Dues for the present club year shall be allowed for any New, First Time member after March 1st. This only applies to members classified as “Standard” or “Senior” members and does not apply to “Out-Of- Town” members.
 8. Dues collected from a new member in the month of October, for the following club year, shall entitle the new member to fly for the remainder of the present year plus all of the following year; however, he/she is not entitled voting rights for the present club year.
 9. No special assessment shall be levied upon club members as a whole except by prior notification and affirmative vote by majority of active members at a scheduled club meeting.
 10. A new prospective club member shall be afforded the opportunity to visit the club flying field on three (3) occasions to fly or to learn how to fly under the direction of a club flight instructor. After the third visit, the new prospective club member must decide whether to join the club or terminate his/her privilege.
- D. RESIGNATION:** Any member in good standing may resign his/her membership by giving a written notice or email to any club officer.

E. SUSPENSION: If any member ceases to have the qualification necessary for membership in the AMA, his/her flying privilege in the Club shall thereby be suspended, subject to reinstatement upon restoration of eligibility.

F. EXPULSION: This section provides for enforcement of the Conduct (Section B) and Safety Rules that are related to flying activities or any other unacceptable behavior by an individual member or members. Any individual may be expelled from membership in the Club by a two-thirds (2/3) majority vote of the entire members that voted if in the officers' determination, such individual willfully commits any act of omission which is a violation of any to the terms of these Bylaws, or the Rules of the AMA, or which is detrimental the Club, the AMA, or to model aviation.

G. REINSTATEMENT: A two-thirds (2/3) majority vote, of the entire members that voted, is required for reinstatement to the club.

Article V. OFFICERS

A. OFFICERS: The officers of this club shall be President, Vice President, Secretary, Treasurer, Safety Officer, Field Marshall, and Member at Large. These officers shall constitute the Board of Directors.

B. AUTHORITY: Authority shall be vested in the club officers to act on matters of general policy and shall act on urgent items of club business between meetings within the scope of these bylaws.

C. DUTIES:

1. The President shall preside at all meetings of the club, act as spokesman for the club in all matters pertaining to it and shall also be the Chairman of the Board of Directors. The President shall appoint both temporary and standing committees as the need arises. Any such committees shall serve only for the term of the appointing President.
2. The Vice-President shall act as the President in his/her absence.
3. The Secretary shall keep the minutes of all meetings, provide meeting information for all club members, update and maintain the club's roster on the AMA website, handle all correspondence for the club, and shall keep the attendance rolls.

4. The Treasurer shall collect all monies due and keep a record of monies received and disbursed by the club. All disbursements must be accompanied by SKYMAC Disbursement Form 2008.
5. The Safety Officer shall monitor club safety policies and activities to insure safe practices and compliance with club rules.
6. The Field Marshall shall monitor flying activities and individual deportment to insure compliance with club rules.
7. The Member at Large shall serve in the capacity of any absent officer should the need arise.

D. TERMS OF OFFICE:

1. All officers of the club shall serve for two (2) years starting on the first day of the year.
2. Election of officers shall be held at the regular scheduled club meeting in November of every other year.
3. At the October club meeting the floor will be open for nominations. Nominations can be made at any time after the September club meeting and all nominations will cease at the end of the October club meeting.
4. Officers may be re-elected to successive terms.

E. VACANCIES: If an officer is unable to complete a term of office the Board of Directors will appoint a replacement with such appointee terminating office at the next general election.

Article VI. MEETINGS

1. General meetings of the club shall be held on a regular basis at a place and time to be designated and agreed upon by the membership.
2. A quorum shall consist of members present at the general meetings
3. A proxy vote by any club member who is unable to attend a

meeting in which a vote is taken shall be allowed. In order for the proxy vote to be counted, the club member must sign the voting ballot and submit it to the club secretary, or ANY other club officer, at least seventy-two (72) hours in advance of the club meeting (or sooner). Submittal of the proxy ballot can be by mail, email, or by personally presenting it to any club officer.

4. Likewise, any club officer accepting/receiving a signed proxy vote from a valid club member MUST submit the proxy vote to the club secretary at least seventy-two (72) hours in advance of the club meeting (or sooner) in order for the proxy vote to be validated and accepted.
5. Any proxy ballot given to another club member to bring to the meeting, other than an officer of the club, will be considered null and void and will be discarded.
6. A majority of the Board of Directors shall constitute a quorum for a meeting of the board.
7. The Board of Directors may call special meetings for any reason deemed necessary.
8. On all Class I expenditures proposed, exceeding \$500.00, and are not part of the regular maintenance and operating expenses of the club, any member may call for a second reading. It shall be required of the president to announce that a second reading of the motion will be made at the next meeting. It shall be required of the secretary to mail or email a copy of the motion to every member of the club advising that a vote will be taken at the next meeting. Such notice shall be sent out not less than seven days before the scheduled meeting.

A. REGULAR MEETINGS: The Club will host a regular monthly meeting

B. SPECIAL MEETINGS: Special meetings can be called at any time by the Board of Directors.

Article VII. RECORD KEEPING

All records are passed on when new officers are elected.

Article VIII. COMMITTEES

Standing Committees, Special Committees, Committee Membership.

Article IX. NOMINATIONS, ELECTIONS, AND RECALL

A. NOMINATIONS: Nominations for officer position can be from the floor, by mail, or by email. Nominations are taken after the September meeting and will cease at the end of the October meeting. Voting will occur at the November meeting.

B. ELECTION: Elections are held every two (2) years.

C. RECALL: At any meeting, if a motion is carried to remove an officer from his/her position, prior to the completion of his/her term, the following process shall be followed:

1. An official complaint should be submitted to the Club stating the reason for the officer to be recalled (reason should be based on something detrimental to the Club, AMA, or the community as a whole).
2. Any officer of SKYMAC may be recalled from office at anytime with cause, by two-thirds (2/3) vote of the membership conducted by secret ballot with each member casting one vote.
3. Where, in a recall vote under sub-paragraph (2), at least fifty percent (50%) but less than two-thirds (2/3) of the membership has voted in favor of recall, a motion may be offered from the floor requesting a second vote on the recall motion using the roll call voting procedure (no secret ballot). This motion to conduct a roll call vote on the recall motion must be allowed, if requested, as the next order of business following the first recall vote and shall require a simple majority of the membership. (For example: A motion is carried at the June meeting to recall an officer. Ballots to vote for recall will go out to the entire membership and will be due at the July meeting. If the club has 59 members and only 20 members vote with 10 voting for recall, the two-thirds (2/3) is not met and the motion fails. However, the fifty percent (50%) is met and any member may request a second vote using

the roll call procedure. The motion to recall the officer now passes with a simple majority of votes.)

4. A simple majority of roll call votes in favor of recall shall be sufficient to effect the recall of club officer.
5. An affirmative vote for removal of a SKYMAC officer shall not remove the recalled officer from membership in the club if he/she is still qualified for membership per Article IV, paragraph A, Item 1. & 2.
6. When an officer is removed from office, the Board of Directors will appoint an interim officer per Article V, paragraph E.

Article X. MISCELLANEOUS PROVISIONS

- A. ROBERT’S RULES:** The guide line for the management of meetings.
- B. FISCAL YEAR:** SKYMAC’s fiscal year ends December 31st.
- C. EMAIL NOTIFICATIONS:** The club shall send out monthly emails. The emails shall serve as a meeting reminder, a publication of the club minutes, a method of contact with those members who may have missed a previous meeting, and as a medium for providing information not normally available to most members. The emails shall be sent to all members.

D. CLUB LOGO:



E. CLUB COLORS: Blue and Gold

F. STANDING RULES: There are no “standing rules” at this time.

G. DISSOLUTION OF CLUB / LIQUIDATION OF ASSETS:

- 1.) The duration of the club shall be perpetual. The club may be dissolved with the approval of two- thirds vote (2/3) of the membership.

- 2.) Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is located, exclusively for such exempt or public purposes or to such organization, or organizations, as such court shall determine, which are organized exclusively for such purpose.
- 3.) In the event of disbandment of the Southern Kentucky Model Aero Club, any remaining liquid assets after payment of all expenses and indebtedness will be donated back to Warren County, Ky. from whence it came.

H. CONFLICT OF INTEREST POLICY: The purpose of the conflict of interest policy is to protect the Southern Kentucky Model Aero Club, Inc.'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any member, officer, or director of the organization or might result in possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit or charitable organizations.

I. OPERATIONS PROHIBITIONS: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Article of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision in these Articles of Incorporation, the corporation shall not carry on any

activities not permitted to be carried on by a corporation recognized as exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Article XI. AMENDMENTS

Amendments to the Constitution and Bylaws may be proposed at any regularly scheduled club meeting. After a second reading, the amendment may be passed by a two-thirds (2/3) majority vote of the entire members that voted.

Article XII. SPECIAL FUNDS

The Treasurer is authorized to receive legal contributions of specially obtained funds from any source to be applied to the operation expenses of the club.

Article XIII. GRIEVANCE PROCEDURE (FLIGHT AND SAFETY RULES)

The grievance procedure provides a mechanism to enforce existing 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 Safety Committee for its consideration by means of a Grievance Form to be filled out and turned into the Safety Committee Chairman. At least one witness is required to sign the Grievance Form.

The Safety officer/Committee shall use its judgment in carrying out action on the following:

- A.** A grievance form will be filled out and turned into the Safety Officer/Committee Chairman. At least one witness is required
- B. FIRST VIOLATION:** Viewpoints of both complainants and accused will be considered. Complainant's name will be disclosed. A verbal reprimand will be given to the accused by Safety Officer/Committee, and this will be recorded in the Club records.
- C. SECOND VIOLATION:** Complainant's name will be disclosed. The accused has the right to a written rebuttal, to be reviewed by the Club Safety Officer/Committee. If the committee 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:** Safety Officer/Committee will notify the accused in writing and the Club members via a Club email that the Club will vote on the expulsion of the accused at the next meeting. Said expulsion will last for a one-year minimum. A member may be expelled from the Club only upon a two-thirds (2/3) majority vote of the members that voted. Voting will be by secret ballot at a regular monthly meeting. Proxy votes will be accepted from those members who are unable to attend the meeting provided they follow the proper steps for submitting a proxy vote. The expelled member may reapply for membership after the expiration of the expulsion time 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 said 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 Club Officers.

Article XIV. EVENTS

SKYMAC may host events on an annual basis for the purpose of camaraderie, fundraising and enhancing the sport of model aviation. To this purpose, all SKYMAC events shall be structured in the following manner.

- A.** The current SKYMAC President shall select an “Event Chairman” for each event to be held in the following year. In the event that the club has a new President on January 1st of the year, and the Event Chairmen of that year’s events have been selected prior to the new officers taking charge, the Event Chairmen shall remain until the assigned event is completed. The club will set a budget that will be the primary responsibility of the Event Chairman. All individual events expenditures must be approved by the Event Chairman and if additional funding is needed, the Event Chairman will notify the club at the next regularly scheduled meeting.
- B.** The Event Chairman will as soon as possible select four other club members to assist with the scheduling, promotion and duties of his assigned event. These five members shall constitute the “Event

Committee” and with the direction of the Event Chairman, shall organize, arrange and direct all the functions to complete the assigned event.

- C.** The Event Chairman will select a “Contest Director” for his assigned event from the available list of qualified SKYMAC club Contest Directors. The Contest Director must be willing to attend all Event Committee meetings and attend all the days of the sanctioned event that he is assigned and ensure all A.M.A. and SKYMAC field and flying safety rules are adhered to.
- D.** At the completion of each event, at the next regularly scheduled club meeting, (as long as the next regularly scheduled club meeting is at least two weeks following the completion of the event) the Event Chairman will present a full and complete Event Status Report with all of the events revenues and expenditures in total. In the case that a club meeting is scheduled within two weeks following an event, the Event Status Report shall roll over to the next regularly scheduled monthly meeting to give the Event Chairman time to arrange payments of all of the event expenses. A total event budget overview should be prepared and all expenses relative to that event shall be paid at that time and the club members may fairly evaluate the event to determine if that event should be scheduled again the next year. Minutes of all Event Committee meetings will be kept and copies given to the Board of Directors within seven (7) days after each meeting.

_____ **Club Grievance Form**

Date: _____

Time: _____

Nature of Violation:

Signature: _____

Witness: _____

Additional Witnesses (not required):

AT THE GENERAL MEETING BY THE MEMBERS IN ATTENDANCE.

PRESIDENT: _____ DATE _____

VICE -PRESIDENT _____ DATE _____

SECRETARY _____ DATE _____

TREASURER _____ DATE _____

SAFETY OFFICER _____ DATE _____

FIELD MARSHALL _____ DATE _____

MEMBER AT LARGE _____ DATE _____

SKYMAC DISBURSEMENT FORM 2008:

***CLASS I: (Over \$500)**

Expenditures requiring a club wide membership vote.

Check number _____ Amount _____

Date written _____

This expenditure was approved by a club wide vote at the meeting on _____

Secretary: _____

***CLASS II: (Up To And Including \$500)**

This expenditure is for a necessary facility repair that must be made NOW for the continued normal operation of the flying site, or to mitigate any possible further damage. This requires a vote by the present members and is limited up to and including \$500.

Explanation: _____

***CLASS III:** Expenditures for normal periodic expenses such as utilities, port-o-pot rentals, mowing fees, web site subscription & maintenance fees, AMA fees, taxes, contractual agreements, or any fees that are levied by any governmental agencies that are not unusual shall be classified as CLASS III and can be made without this form.

* Receipts are required for all expenses

Proposed Changes & Revisions in the Revised Bylaws:

Under Article I Name

Item B. Location: Changed the address to 185 Stahl Lane

Under Article II Purpose - No changes

Under Article III Sanction - No changes

Under Article IV Membership

A. Qualifications: Added Item 2. FAA Registration Required:

B. Conduct: Added this section to the By-Laws.

C. Dues: Broke wording down into Item 1. thru Item 10.

- Added Item 4.
- On Item 5. & 6. Expanded the wording to define the procedure. Removed the sentence “ The annual dues may be changed by a majority vote of the members present at any meeting”-----“ so the dues cannot be changed once voted on for the coming year.
- Added Item 7. Concerning Pro-Rated Dues.
- Added Item 8. Concerning dues collected from a new member in the month of October for the following club year.
- Added Item 10. Allowing a new perspective club member to visit the field on three (3) occasions before deciding to join the club.

D. Resignation: A member may resign by giving written notice or email to any club officer.

E. Suspension: Change wording from Termination to Suspension.

The member can still be a member of the club but his/her flying privileges are suspended until AMA membership is restored.

F. Expulsion: Modified write-up to include the words “Conduct (Section B.) and”....

Changed wording on vote to “two-thirds (2/3) majority vote of the entire members that voted.”

G. Reinstatement: Changed wording on vote to “two-thirds (2/3) Majority vote of the entire members that voted.”

Under Article V Officers

A. Officers: Added statement “ These officers shall constitute the Board of Directors”.

D. Term Of Office: Broke wording down into Item 1. thru Item 4.

- Item 1. Changed term of office to two years.
- Item 2. Changed month from October to November of every other year.
- Item 3. Reworded the procedure for nomination.

Under Article VI Meetings

- Item 3. Rewrote the procedure for proxy votes that must be followed in order to be accepted (Per a motion that was passed during our November 2019 Club Meeting)
- Item 6. Added Class I

Under Article VII Record Keeping – No change

Under Article VIII Committees – No Change

Under Article IX Nominations, Elections, and Recall

A. Nominations: Rewrote and included “by email”

B. Election: Changed to every two years

C. Recall: Added a procedure for the removal of an officer.

Under Article X Miscellaneous Provisions

C. Newsletter: Changed to Email Notifications and rewrote.

G. Dissolution Of Club:

- Changed title to include / Liquidation Of Assets
- Broke writing down in to Items and added Items 2.) and 3.).

H. Conflict Of Interest: Added to revised by-laws

I. Operations Prohibitions: Added to revised by-laws

Under Article XI Amendments

Changed wording on vote to “two-thirds (2/3) majority vote of the entire members that voted.”

Under Article XII Special Funds – No change

Under Article XIII Grievance Procedure (Flight And Safety Rules)

D. Third Violation: Changed wording on vote to “two-thirds (2/3) majority vote of the entire members that voted” and noted that proxy votes would be accepted if the proper steps were followed.

Under Article XIV Events – No Changes

SKYMAC Disbursement Form: Revised

The following By-Law Revisions were made based on motions made and passed during our January 20,2020 club meeting:

Under Article VI Meetings

- Item 3. Rewrote the proxy vote procedure to allow ANY club officer to accept/receive a proxy from a club member unable to attend the meeting in which the vote is being taken. Note: This rescinded the motion that was passed during our November 2019 Club Meeting.
- Item 4. Added.
- Item 5. Added and renumbered the remaining items under this Article.

The above proposed changes and revisions to the Club Constitution And By-Laws were approved by the Southern Kentucky Model Aero Club on January 18,2021 at the general meeting by the members in attendance and those members who submitted a proxy vote.

President:
Joe Grimes _____ **Date: 1-18-2021**

Vice President: ,
Doug Stradtner _____ **Date: 1-18-2021**

Secretary:
John Mobley _____ **Date: 1-18-2021**

Treasurer:
Larry T. Smith _____ **Date: 1-18-2021**

