

**BYLAWS  
OF  
THE LAS VEGAS SOARING CLUB, INC. ,  
a Nevada nonprofit corporation**

**ARTICLE I PURPOSE, OFFICE AND POLICY**

**SECTION 1.1 PURPOSE**

THE LAS VEGAS SOARING CLUB, INC. , a Nevada nonprofit corporation ( hereinafter referred to as the "Club" ) has been formed under the laws of the State of Nevada to encourage and promote the hobby of radio controlled ( R/C ) model sailplane/glider design, construction and flying; to foster and support all levels of sporting and competitive activities; to provide an environment for personal and collective fellowship and advancement in the knowledge and skills of all phases of R/C soaring.

**SECTION 1.2 OFFICE**

The corporation shall have and continuously maintain in the State of Nevada a registered office, and a registered agent whose office is identical with such registered office, as required by the Nevada Nonprofit Corporation Statutes. The registered office and or registered agent may be changed from time to time by the Board of Directors.

**SECTION 1.3 POLICY**

(A) The Club is a nonprofit corporation that has no stock and no dividends and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except the Club shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Section 1.1.

(B) The directors, officers and members shall not be individually liable for the Club's debts or other liabilities, and the private property of such individuals shall be exempt from any Club debts or liabilities.

(C) The Club shall maintain " Charter Club " status with the Academy of Model Aeronautics (AMA) and shall procure liability insurance coverage for each of the Club's flying sites from the AMA. Each and every member of the Club shall also maintain individual membership in the AMA for the purpose of assuring that each member has AMA required liability coverage.

(D) The initial Board of Directors and officers term of office shall expire on December 31, 1996.

## ARTICLE II Members

### SECTION 2.1 MEMBERSHIP

(A) Membership is voluntary and shall be open to all persons having an interest in the purpose(s) of the club as stated in Article I, provided they meet the requirements of the Club as enumerated in these Bylaws.

- (1) The specific criteria for membership shall be:
  - (a) Declaration of intent to associate with the Club.
  - (b) Current membership in the Academy of Model Aeronautics.
  - (c) Paid Membership dues.

(2) Membership association based on race, color, religion, sex, or national origin is not permitted.

(3) Membership may not be transferred to another person.

(4) The membership year shall be the calendar year.

(B) Each member shall be entitled to a Membership Card certifying to his/her membership.

(C) Non-member(s) use of Club facilities/equipment is limited to persons with current membership in the AMA who are:

- (1) Registered and approved to participate in a Club contest.
- (2) Invited guest of a General Member with the approval of a Club Director or officer.

### SECTION 2.2 MEMBERSHIP CLASSES AND PRIVILEGES

(A) The Club shall have two (2) classes of membership:

(1) General. General Membership shall be all members age eighteen (18) and over. each General Member is entitled to vote on all matters brought before the membership, is eligible to hold office and may use all Club facilities/equipment subject to the Rules and Regulations of the Club.

(2) Junior. Junior Membership shall be all members under age eighteen (18) at the time of application, are not entitled to vote, may not hold office and are restricted from the use of Club equipment without supervision of a General Member.

## 2.3 DUES, FEES AND ASSESSMENTS

(A) Dues. Dues for General Members shall be set annually by the Board of Directors and submitted to and approved by a majority of the membership present at the annual meeting of the Club or at a regularly called meeting of the Club, with due notice thereof and provided there is a quorum.

(1) Dues for Junior Members shall be one fourth (1/4) of the dues for General Members.

(2) Persons joining the Club after June 30th shall pay one half (1/2) of the annual membership dues for the balance of their first membership year.

(3) Annual dues shall be paid in full by January 31st of the new membership year.

(4) Failure to pay dues is proper cause for termination.

(B) Fees. Fees for participation in special Club activities, such as contests or social events shall be submitted to and approved by a majority of the members present at any regular meeting of the Club, provided there is a quorum, and shall be paid in full prior to the event.

(C) Assessments. No assessment shall be levied against the General Members of the Club until the details, including the purpose, amount and terms of payment, of such assessment shall have been submitted, in writing, to all General Members in good standing and is approved by a three fourth (3/4) majority of the total voting membership. Assessments do not apply to Junior Members.

## ARTICLE III MEETINGS

### SECTION 3.1 ANNUAL MEETING

The first annual meeting of the members shall be held in 1996 and each year thereafter on the second Saturday in November, at ten (10:00) o'clock AM at a place specified by the President, one of the purposes of which shall be the election of a Board of Directors. At least thirty (30) days prior to the annual meeting each member who is entitled

to vote shall be notified of the time, place and purpose of the meeting together with a list of the nominees for the Board of Directors. Such notice shall be by mail. If for any reason, the annual meeting of the members can not be held on the day herein before designated, a special meeting may be called and held, and the same proceedings may be had thereat as at the annual meeting, provided however, that the notice of such meeting shall be the same herein required for the annual meeting.

### SECTION 3.2 REGULAR MEETING

Regular membership meetings shall be held monthly at the discretion of the board of directors, or by petition of ten (10) percent or more of the General Members. The normal meeting date is the second Saturday of the month at nine (9:00) o'clock AM at a place specified by the President. A meeting schedule shall be published periodically in the Club Newsletter. When a scheduled meeting is changed every reasonable effort shall be made to notify the membership of said meeting change at least twenty four (24) hours prior to the meeting.

### SECTION 3.3 SPECIAL MEETING

The President or a majority of the Board of Directors may call a special meeting at anytime. At least five (5) days prior to the date of a special meeting all General Members shall be notified either in person, by mail, or by telephone of the time, place and purpose of the meeting.

### SECTION 3.4 BOARD OF DIRECTORS MEETINGS

Regular meetings of Board of Directors shall be held not less frequently than once each quarter at such time and place as the Board of Directors shall from time to time determine. Notification of the Board members, when required, is the responsibility of the President.

## ARTICLE IV QUORUM

### SECTION 4.1 QUORUM OF MEMBERS

At a meeting of the membership, the presence, in person or by proxy, of twenty five (25) percent of the voting power of the members shall be necessary to constitute a quorum. No meeting shall be considered official without a quorum present.

### SECTION 4.2 QUORUM OF BOARD OF DIRECTORS

A majority of the Board of Directors shall constitute a quorum of the Board

## ARTICLE V VOTING, ELECTIONS AND PROXY

### SECTION 5.1 VOTING RIGHTS

At any official meeting of the membership of the Club, the General Members in good standing shall be entitled to vote on each matter voted upon by the membership, and the vote of a majority of the votes cast by members present at such meetings, provided there is a quorum, shall be the act of the full membership, except as may be otherwise specifically provided in the Articles of Incorporation, as amended, these Bylaws or by Statute.

### SECTION 5.2 VOICE VOTE

(A) A voice or standing vote or a show of hands of members shall prevail on all matters of business, except the following items which require a ballot vote:

- (1) The election of all Directors.
- (2) When the majority of the Board of Directors request a ballot vote.
- (3) When a ballot is requested by a majority vote of the eligible members of the Club attending the meeting.

### SECTION 5.3 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

(A) The Board of Directors shall, sixty (60) days prior to the Annual Meeting of the members, appoint a Nominating Committee comprised of one member of the Board and two (2) from the General Members in good standing. The Committee shall select a slate of willing and qualified candidates for the election. The slate of nominees shall be communicated to the membership in accordance with Article III, Section 3.1.

(B) At the Annual Meeting the Nominating Committee shall place into nomination their slate of candidates as so directed by the President. Nominations for candidates from the floor shall be allowed and added to the Nominations Committee's slate. Persons nominated in absentia will not be placed on the ballot unless their nomination is accompanied by a written acceptance signed by the nominee. Once the nomination are closed the President shall conduct an election.

(C) The terms of office shall run concurrently with the membership year.

#### SECTION 5.4 PROXY

At any meeting or election of the members, a General Member may vote by proxy executed in writing and signed by the member stating the specific issue(s) and or candidate(s) for which the proxy is to be voted. Such proxy shall be filed with the Secretary of the Club prior to, or at the time of the meeting.

### ARTICLE VI BOARD OF DIRECTORS

#### SECTION 6.1 NUMBER

(A) The control and management of the affairs of the Club shall be vested in a Board of Directors of not less than three (3) nor more than seven (7) persons who shall be members of this Club. The initial Board of Directors shall be three (3) as provided for in the Articles of Incorporation, Section 4.

(B) The Board of Directors shall have the right to increase or decrease within the limits above set forth the number of Directors of the Club; increases shall be filled by election at the annual meeting of the members or a special meeting called for such a purpose.

(C) A vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in the office.

#### SECTION 6.2 QUALIFICATION AND TENURE

Any member in good standing may be nominated for election as Director. Directors will serve a one year term with the capability to serve a maximum of three (3) consecutive terms. A Director who has served three (3) consecutive terms must be off the Board for one year before once again being eligible for nomination.

#### SECTION 6.3 POWERS

(A) The Board of Directors shall have the power to elect the following officers; President, Vice-President, a Secretary, a Treasurer and a Safety Officer. No officer except the President need be a member of the Board, but a Vice-President who is not a Director shall not succeed to nor fill the office of President. Any two (2) or more offices may be held by the same person, except the office of President.

(B) The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the Business of the Club.

(C) The officers of the Club shall be elected annually at the regular annual meeting of the members or not later than December 31st. New offices may be created and filled at any meeting of the Board of Directors. Officers will serve a one year term with the capability to serve a maximum of three (3) consecutive terms.

(D) Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interest of the Club will be served thereby.

(E) A vacancy in any office occurring from any cause whatsoever shall be filled by the Board of Directors for the unexpired portion of the term.

(F) The Board of Directors shall have the power and responsibility to adopt or change such Rules and Regulations as they deem desirable and as are consistent with the Articles of Incorporation and these Bylaws. These Rules and Regulations shall include, but not be limited to, items involving safety, training, use of equipment, department, and any other matters deemed necessary.

(G) The Board of Directors shall have the power to establish and dissolve committees, appoint and remove committee members and chairpersons.

#### SECTION 6.4 COMPENSATION

Directors shall not receive any salary or other compensation for their services.

#### SECTION 6.5 RESIGNATIONS

Any Director may resign at any time by giving written notice of his or her resignation to the Club. Any such resignation shall take effect immediately upon its receipt by the President or any other member of the Board.

### ARTICLE VII OFFICERS

#### SECTION 7.1 PRESIDENT

The President shall be selected by, and from the membership of, the Board of Directors. He/She shall be the chief executive officer of the Club. He/She shall

preside over all meetings of the Board of Directors and the members. He/She shall have general and active management of the business of the Club and shall see that all orders and resolutions of the Board of Directors are carried into effect. He/She shall be ex officio member of all committees, except the Nominating Committee, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

#### SECTION 7.2 VICE PRESIDENT

In the absence or disability of the President the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restriction upon the President. He/She shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

#### SECTION 7.3 SECRETARY

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are duly given in accordance with statutes, Bylaws or resolution; be custodian of the corporate records; keep a register of the membership including each members post office address. He/She shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### SECTION 7.4 TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds of the Club; shall receive all monies, make deposits and pay all bills owed by the Club; shall keep an up-to-date ledger recording all financial transactions/statements. He She shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### SECTION 7.5 SAFETY OFFICER

The Safety Officer shall be responsible for enforcement of all Club, AMA or other safety regulations or practices and for dissemination of these same regulations and practices to Club members. He/She shall in general perform all duties incident to the position of Safety Officer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

#### SECTION 7.6 COMPENSATION

Officers shall not receive any salary or other compensation for their services.

## SECTION 7.7 RESIGNATIONS

Any officer may resign at any time by giving written notice of his or her resignation to the Club. Any such resignation shall take effect immediately upon its receipt by the President or any other member of the Board.

## ARTICLE VIII FINANCES

### SECTION 8.1 CONTRACTS, CHECKS AND DRAFTS

(A) No single expenditure of greater than \$250.00 shall be made without the prior approval of the voting membership.

(B) The Treasurer and one other Director or officer shall be required to sign Club checks.

(C) The Club shall not enter into any financial debt or general obligation unless secured by a cash reserve.

### SECTION 8.2 ACCOUNTING YEAR AND RECORDS

(A) The accounting year will be January 1 through December 31.

(B) Financial records shall be retained for seven (7) years.

### SECTION 8.3 ANNUAL AUDIT

An annual audit of the Treasurer's records shall be conducted by a committee appointed by the Board of Directors. The audit shall be completed prior to the meeting held at the beginning of each year and reported to the membership at that meeting.

### SECTION 8.4 BUDGET

The Board of Directors shall prepare an annual operating budget for submission to the membership for review, modification if necessary, and approval at the meeting held at the beginning of the year.

## ARTICLE IX SUSPENSION AND EXPULSION

### SECTION 9.1 DISCIPLINARY ACTION

Any member, officer or Director of the Club whose actions are

deemed detrimental to the best interest of the Club is subject to suspension, expulsion and or removal from office.

## SECTION 9.2 PROCEDURE

(A) Charges believed to warrant disciplinary action shall be filed in writing to the President or any other Director and must be signed and dated by the member(s) submitting the charges.

(B) The Board of Directors shall review the charges and if they determine that the severity of the charges warrant further action the President shall forward such charges, in writing and dated to the accused.

(C) The accused has 15 days to answer the charges either by appearing before the Board of Directors, or in writing to the President, or make no response within 15 days and thereby automatically tender his/her resignation, or formally submit his/her resignation.

(D) The Board of Directors may dismiss all charges based on their investigation and the reply of the accused, or may submit a statement of the charges and defense to the voting members with specific recommendations for disciplinary action. Authority for implementation of such recommendation(s) shall require a majority affirmative vote of a quorum of the members.

(E) Charges made against a member of the Board of Directors shall be processed by the remaining members of the Board.

(F) Any member accused of acts warranting disciplinary action shall not sit in on or vote on any subsequent discussion or proceedings of said matter except as stated in (C) of this Article.

## ARTICLE X AMENDMENTS

Proposals to amend, alter, change, add to or repeal these Bylaws can be made by any General Member and shall be submitted to the Board of Directors in writing. Such proposals that are not in conflict with the Articles of Incorporation or State of Nevada Statutes shall be placed before the membership at the annual meeting or a special meeting of the members ( see Article III ). Amendments must be approved by an affirmative vote of a majority of a quorum of the membership.

## ARTICLE XI DISSOLUTION

The Club may be dissolved and its affairs wound up if the Board of

Directors adopts a resolution to that affect and calls a special meeting of the General Members entitled to vote to take action upon the resolution; an affirmative vote of a majority of the total voting power is required for the resolution to pass. If dissolution is approved the Board of Directors shall implement dissolution in accordance with applicable State Statutes and after paying or adequately providing for all debts and obligations, the remaining assets, if any, shall be distributed to any charitable or civic institution or organization in the sole discretion of the Board of Directors.

## ARTICLE XII MISCELLANEOUS

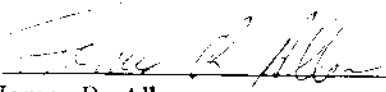
### SECTION 12.1 CONFLICT

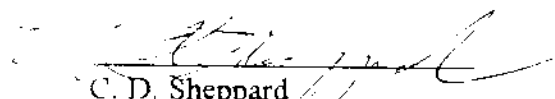
In the case of any conflict between State Statutes, or the Articles of Incorporation and these Bylaws, the Statutes and Articles shall control.

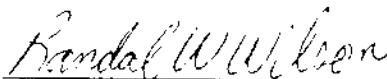
### SECTION 12.2 CORPORATE SEAL

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Club. Nevertheless, if in any instance a corporate seal is used, the same shall be in the form of a circle and shall bear the full name of the Corporation and words and figures " Incorporated 1995 Nevada," or words and figures of similar import.

Adopted by the Board of Directors of the Club this 2<sup>nd</sup> day of October, 1995.

  
James R. Allen

  
C. D. Sheppard

  
Randal W. Wilson