

BY-LAWS of the SUN VALLEY FLIERS
of
Phoenix, Arizona

ARTICLE I. MEMBERSHIP MEETINGS

Section 1. MEETINGS of the members of the Corporation shall be held monthly, beginning with the first full month following organization of the Corporation, at such place in the State of Arizona as may be designated.

- A. ANNUAL MEETING. The first such meeting to be held in any calendar year shall be considered the Annual Meeting and shall be held for the purpose of passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting.
- B. NOMINATION MEETING. The first meeting in April shall be considered the Nomination Meeting and shall, upon written notice thereof to the members, be held for the purpose of nominating officers and directors to be elected at the election meeting and transacting such other business as may come before the meeting.
- C. ELECTION MEETING. The first meeting in May shall be considered the Election Meeting and shall, upon written notice thereof to the members, be held for the purpose of electing officers and directors and transacting such other business as may come before the meeting.
- D. REGULAR MEETINGS. All other meetings shall be considered Regular Meetings of the membership and be held for the purpose of transacting such business as may come before the meeting. It shall be the responsibility of the officers to make adequate plans and preparations for these meetings. Failure to hold any meeting shall not work a forfeiture or dissolution upon the Corporation, and in the event of such failure, the meeting shall be held within a reasonable time thereafter.
- E. SPECIAL MEETINGS. Special Meetings of the members may be called by resolution of the Board, or upon written request signed by any two (2) directors, by the President, or by a majority of members in good standing, and it shall be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Notice shall state the purpose of special meeting to be called.

Section 2. BUSINESS MEETINGS. Business Meetings, conducted by the Board of Directors, shall be held monthly, on a regularly scheduled basis.

Section 3. VOTING. Each member in good standing shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of the majority of the members voting thereon in person, or by proxy, except as otherwise provided by law, the Articles of Incorporation, or these By-Laws.

Section 4. CONSTITUTIONAL CHANGES. To change the Constitution, By-Laws, levy assessments, remove officer(s) or director(s), or decided any matter that the Board of Directors deems of specific importance, a three quarters (3/4) or more affirmative vote of those present, or represented by proxy, is required. Proxies to be used for the purpose of voting shall be limited to the specific matter. All proxies must be signed by the proxor who shall indicate his/her vote in writing, and only on the specific matter in question.

Section 5. PETITION OF MEMBERSHIP RIGHTS. Any five (5) members in good standing disagreeing with any action taken by the Officer(s), Director(s), or the Board of Directors of the Corporation may, by petition, bring the matter before the general membership, or the Board of Directors, for open discussion.

ARTICLE II. MEMBERSHIP DUES

Section 1. DUES. To be in good standing, individual members shall pay membership dues to the Corporation at or before the annual meeting of each year. The Board of Directors shall set the annual costs of membership in the Corporation, shall determine what tier levels of membership are available such as adult, junior, senior, life-time, etc., and shall determine the type and amount of such dues and fees for the various tiers of membership established. Individuals applying for membership to the Corporation between October 1 and December 31 in any year will pay full membership rate, and their dues will additionally be considered paid in full for the following year. All new members shall pay a one-time new member initiation fee, except Charter members, (those members who voted on the original Constitution and By-Laws), who are exempted from the new member initiation fee.

Section 2. FORFEITURE OF MEMBERSHIP. In the event any member shall fail, for a period of two months after the Annual Meeting, or more, to pay the annual dues to the Corporation, as hereinafter set forth, then such delinquent member's name shall be posted on the club bulletin board or in the official club publication. In the event such dues remain unpaid for a total of three months, such member shall forfeit his/her rights in the Corporation to receive the publications of the Corporation, and such member shall also lose his/her right to use the club flying site as a member. In the event such dues are still unpaid at the end of six (6) months, the name of the delinquent member may be stricken from the Corporation's list of members by the Board of Directors. If the name of such member is stricken from the membership rolls of the Corporation for the non-payment of dues, he or she may not be restored to membership in the Corporation without payment in full to the Corporation of all past unpaid dues, subject to the approval of the Board of Directors.

Section 3. RESIGNATION OF MEMBERSHIP. Any member may withdraw from the Corporation by sending written notice of resignation to the Secretary, provided all indebtedness to the Corporation shall have been fully paid prior to such withdrawal and resignation, including membership dues owed at the time.

Section 4. ASSESSMENTS. No special assessment shall be levied by the Corporation at any time, except by an affirmative vote of the membership, as defined in Article 1, Section 4 of these By-Laws. All members shall be responsible for the payment to the Corporation of any assessments duly approved by vote of the membership.

ARTICLE III. OFFICERS

Section 1. THE OFFICERS of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as may be determined necessary by the Board of Directors from time to time, to perform such duties as designated by the Board of Directors.

Section 2. TERM OF OFFICE. The officers shall be elected annually by the membership at the election meeting. If the election of officers shall not be held at such meeting, the election shall be held as soon thereafter as may be conveniently done. In such event, it shall be the duty of the Secretary to advise the membership in writing, and with reasonable notice, of when and where such election meeting will be held. Each officer shall hold office until the next succeeding election meeting of the membership, or until his/her successor, shall have been appointed and qualified.

Section 3. VACANCIES. Except as provided in the By-Laws, any vacancy in any office shall be filled by decision of the Board of Directors, for the unexpired portion of the term.

By-Laws of the Sun Valley Fliers, Inc.

Section 4. REMOVAL OF APPOINTEES. Any officer or agent appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation will be served thereby; provided, however, that the removal shall require the affirmative majority vote of the Board of Directors.

Section 5. THE PRESIDENT SHALL:

- A. Be the principle executive officer of the Corporation and, unless otherwise determined by the Board of Directors, shall preside at all meetings of the membership.
- B. In general, perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. THE VICE-PRESIDENT SHALL:

- A. Exercise and perform the duties of the President in his/her absence, or in the event of his/her inability or refusal to act. When so acting, the Vice-President shall have all the powers of, and be subject to, all restrictions upon the President.
- B. Have such powers, and discharge such duties as may be assigned to him from time time by the Board of Directors.

Section 7. THE SECRETARY SHALL:

- A. Keep the minutes of the meetings of the members and the minutes of the meeting of the Board of Directors in writing.
- B. See that all notices are duly given, in accordance with these By-Laws, or as required by Law, and see that notices pertaining to flying events are given to all members.
- C. Be custodian of the Corporate records, and the seal of the Corporation, and affix the seal of the Corporation to 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.
- D. Have general charge of the books of the Corporation.
- E. Keep on file at all times a complete copy of the Articles of Incorporation, Constitution, and By-Laws of the Corporation, containing all amendments thereto. These copies shall always be available and open for inspection by any member. At the expense of the Corporation, the Secretary shall forward a copy of the Constitution and By-Laws and all documents thereto to each member.
- F. In general, perform all duties incident to the office of the Secretary, and such other duties as may be assigned from time to time by the Board of Directors.

Section 8. THE TREASURER SHALL:

- A. Have charge and custody of, and be responsible for, all funds of the Corporation, and shall submit a full report thereof to the membership at each meeting.
- B. Be responsible for the receipt of and issuance of receipts for all moneys due and

payable to the Corporation, and for the deposit of all such moneys in the name of the Corporation in such bank or banks as shall be selected in accordance with the provisions of these By-Laws.

- C. Be responsible for all records and correspondence concerning the status of the members of the Corporation. Keep and have available an accurate and current roll of all members in good standing. This roll shall be in the form of a register that includes the name, address, work and home phone number, and AMA number of each member of the Corporation. He/she shall publish a roster from time to time of the membership roll for the convenience of the membership. He/she shall post delinquent members name(s), as required by these By-Laws.

Section 9. DUAL OFFICE. Any two (2) of the offices of Vice-President, Secretary, and/or Treasurer may be held simultaneously by the same person.

Section 10. PAST PRESIDENT'S CERTIFICATE AND PLAQUE. Each past president exiting from office in the Sun Valley Fliers will be awarded a certificate for his/her keeping, indicating his/her service in this office. Also, a perpetual plaque will be awarded for his/her temporary keeping noting his/her name along with previous presidents, until passing on the following president, when he/she exits from the President's office.

ARTICLE IV. DIRECTORS

Section 1. COMPOSITION OF THE BOARD OF DIRECTORS. The business and affairs of the Corporation shall be managed by a Board of Directors consisting of the Officers of the Corporation and not less than five (5) nor more than (9) elected Directors. The Board of Directors shall exercise all of the powers of the Corporation, except such as are by Law, the Articles of Incorporation, or these By-Laws conferred upon or reserved to the members.

Section 2. TERM AND ELECTION OF DIRECTORS. Elected Directors shall serve a term of two (2) years. Terms of office will be staggered so that approximately one-half (1/2) of the elected Directors will be replaced at each Election Meeting. Directors will be elected by an affirmative majority vote of those members in good standing present and represented by a valid proxy as defined in these By-Laws.

Section 3. VACANCIES. A vacancy occurring in the Board of Directors shall be filled for the unexpired portion of the term by the affirmative vote of a majority of the remaining Directors.

Section 4. COMPENSATION. Neither members, Directors, nor Officers shall receive any salary for their services. The Board of Directors shall have the power, in its discretion, to contract for and/or pay any Officer(s) or Director(s) rendering unusual or exceptional services to the Corporation. Such special compensation shall be commensurate with the customary value of such services.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. TIME AND DATE OF MEETINGS. Regular Business Meetings of the Board of Directors shall be held monthly, at such regular time, day, and place as determined by resolution of the Board.

Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, or by any Director, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or Board member calling the meeting shall fix the time, date, and place for holding the meeting.

Section 3. NOTICE OF MEETINGS. Once the time, day, and place of regular business meetings of the Board has been set by resolution of the Board, and all Board members have been notified, there shall be no requirement to provide prior written notice of each regular meeting to each Board member. The time, date, place and purpose of any Special Meeting of the Board shall be delivered to each member of the Board of Directors by the Secretary, in writing, not less than seven (7) days prior to the meeting date, either personally, or by mail following direction of the Secretary by the President or Board member calling the Special Meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to each board member at his/her address as it appears on the records of the Corporation with postage thereon paid.

Section 4. QUORUM. Except for matters of expulsion, a majority of the members of the Board shall constitute a quorum, provided that, if less than such majority of members of the Board are present at said meeting, a majority of the members of the Board present may adjourn the meeting from time to time; and, provided further, that the Secretary shall notify any absent member(s) of the Board of the time and place of such adjourned meeting(s) promptly. The act of a majority of the members of the Board present at a quorum meeting, as defined in this section, shall be the act of the Board.

ARTICLE VI. ELECTIONS

Section 1. TERM AND ELECTION OF OFFICERS. The election of Officers and Directors shall be by secret ballot at the Election Meeting of the Corporation. Officers shall hold office from the Election Meeting at which they were elected until the next succeeding Election Meeting, or approximately one year. Each Director shall hold office from the Election Meeting at which they are elected for a period of two years.

Section 2. NOMINATIONS. Nominations for all offices to be filled shall be made at the Nominating Meeting. Candidate names shall be posted or mailed to all members prior to the elections at the Election Meeting.

A. NOMINATING COMMITTEE. The President shall appoint a nominating committee consisting of the President, one Director, and two (2) non-Board of Director members from the membership. It shall be the responsibility of the Nominating Committee to nominate candidates for Officers and Directors of the Corporation. The nominees selected by the Committee shall be placed in nomination at the Nominating Meeting.

B. NOMINATIONS FROM THE FLOOR. In addition to the nominees recommended by the Nominating Committee, candidates for office may be nominated from the floor at the Nomination Meeting. Nominations from the floor may also be made at the Election Meeting, prior to the start of balloting.

Section 3. VOTING. The majority vote of those members in good standing present and represented by valid written proxy, as defined in these By-Laws, at the Election Meeting shall determine the election results.

Section 4. INSTALLATION OF OFFICERS AND DIRECTORS. The installation of newly elected Officers and Directors will be the last order of business at the Election Meeting. Offices to be filled are:

- A. ELECTED OFFICERS:
1. President
 2. Vice-President
 3. Secretary
 4. Treasurer

By-Laws of the Sun Valley Fliers, Inc.

- B. ELECTED DIRECTORS: Shall be as follows:
Five (5) Directors regardless of Corporation membership
Seven (7) Directors when Corporation membership is 200 to 249
Nine (9) Directors when Corporation membership is at or above 250

ARTICLE VII. FINANCIAL TRANSACTIONS

Section 1. AUTHORITY. Except as otherwise provided in these By-Laws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. PAYMENT OF DEBTS. All checks, drafts, or other orders for the payment of money, and all notes, bonds, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents, employee or employees of the Corporation and in such manner as from time to time will be determined by resolution of the Board of Directors.

Section 3. FUNDS. All funds of the Corporation shall be deposited from time to time to, the credit of the Corporation, in such bank or banks as the Board of Directors may select.

Section 4. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of January, each and every year, and shall end on the last day December.

Section 5. FINANCIAL RECORDS. The Board of Directors shall cause an appropriate accounting system to be established and maintained, in accordance with generally acceptable principles of accounting.

Section 6. OPERATING AND SPECIAL FUNDS. Corporation operating expenses shall be paid from the general treasury. Special funds may only be used for the purpose allocated.

ARTICLE VIII. MISCELLANEOUS

Section 1. WAIVER OF MEETING NOTICE RIGHTS. Any member may waive, in writing, that member's right to notice of a meeting required to be given by these By-Laws. The attendance of a member at any meeting shall constitute a waiver of written notice of such meeting, unless the member shall attend a meeting for the purpose of objecting to the transaction of any business on the grounds that that meeting was not lawfully called or convened.

Section 2. MANAGEMENT OF THE SUN VALLEY FLIERS. The Board of Directors shall have the power to make and adopt such rules and regulations, not inconsistent with the law, the Articles of Incorporation, or these By-Laws, as it may deem advisable for the management of the business and affairs of the Corporation. However, and proposed additions, deletions, or revisions of the Constitution and or By-Laws are subject to approval of at least three quarters (3/4) of the Board of Directors of the Corporation prior to being submitted to the general membership for a vote.

Section 3. EXPULSION OF MEMBER. Any member deliberately breaking Corporation rules, not acting in a sportsmanlike manner, or showing un-cooperativeness, is liable for expulsion from the Corporation by a unanimous, less one (1), decision of the full Board of Directors. This action may also be initiated by a signed complaint from any member(s) in good standing.

Section 4. MEETING AGENDA. The following business shall be transacted at each Business Meeting:

- A. Previous minutes reading and approval
- B. Treasurer's report
- C. Old Business

By-Laws of the Sun Valley Fliers, Inc.

D. New Business

E. Program

Section 5. GRIEVANCES. In matters concerning any circumstance or condition that to a member(s), or to the Corporation, constitutes a wrong, for which a just complaint can be filed, that members(s), or the Corporation may request a grievance hearing. If the membership, by majority vote agrees to such a request, the President shall appoint a grievance committee, consisting of two (2) members of the Corporation to represent each party to the grievance. The representatives chosen by the President must be approved by the parties they are to represent. In addition, an arbitrator approved by all the parties will be appointed by the President to conduct the grievance hearing. The purpose of this hearing is will be to arrive at an amicable and acceptable resolution to the grievance. These resolutions shall be binding. In the event an acceptable resolution is not found, or the parties do not abide by the resolution, the Board of Directors may take whatever action they may deem necessary.

Section 6. CLUB LICENSE. All new members joining the Sun Valley Fliers must show proof of adequate liability insurance coverage by belonging to the Academy of Model Aeronautics (AMA), before being permitted to use the club flying site. Having a valid AMA card in possession, or having printed proof that the AMA has received the individual's application for membership constitutes proof of belonging to the AMA. Guest fliers must also abide by the rules and regulations concerning the use of the flying site, and must also show proof of belonging to the AMA.

ARTICLE IX. AFFILIATIONS

Section 1. NATIONAL AFFILIATION AND INSURANCE. The Corporation shall maintain membership affiliation with the Academy of Model Aeronautics for the purpose of national affiliation and liability insurance coverage.

Notes:

1. The Sun Valley Fliers Constitution and By-Laws were originally typed and issued in December of 1974. This revision is made and issued in November 2004, and incorporates those amendments voted on and passed by the general membership at the regular meetings of the membership on April 1977, June 1977, February 1979, January 1982, July 1986, July 1993, February 1996, and November 2004.
2. Whenever and wherever the words "club" or "corporation" appear in the Constitution or By-Laws, they are intended to be construed to mean the "Sun Valley Fliers" of Phoenix, Arizona.