

BY-LAWS OF THE R.C. ACES, INC.

April 11, 2024

As amended by membership October 2012, October 2013, April 2016, September 2018, September 2021, April 2023, and April 2024.

ARTICLE I

Name

The name of the Corporation is R. C. ACES, INC. R. C. Aces, INC. shall hereinafter in these By-Laws be referred to as the "Club" or "Corporation".

ARTICLE II

Place of meeting and activities

1. The principal place at which the activities of the Club shall be carried on and at which the meeting of the members of the Club shall be held is located in Rockingham County, State of New Hampshire.
2. The Club may maintain or establish from time-to-time other places within or without the State of New Hampshire at which the activities of the Club may be carried on or at which the meetings of the members may be held, at such locations as may be appointed from time to time by the Board of Directors.

ARTICLE III

Classes of Membership

1. Regular - Qualifications for Regular membership in the Club shall be between eighteen (18) and sixty-four (64) years of age; an interest in R/C model aircraft; a willingness to share in the programs of the Club.
 - a. Immediate family members residing at the same address are extended member status with no additional dues or initiation fees.
2. Junior - Qualifications for Junior membership in the Club shall be under eighteen (18) years of age; a parent or guardian who is a member of the Club or a member of the Club who is willing to serve as a sponsor; an interest in R/C modeling; a willingness to share in programs of the Club.
3. Life - Life membership in the Club may be bestowed on a charter member or a past president who has served the Club for four (4) years. Life membership requires that the individual has brought honor and recognition to the activity of R/C aircraft modeling

through his knowledge, expertise and his contributions to the hobby. The life member shall have all the privileges of a Regular member and be exempt from paying dues. The extension of Life membership shall be voted on at the annual meeting of the Club.

4. Honorary - Honorary membership in the Club may be bestowed to an individual who has demonstrated unusual interest in modeling and who has contributed time, talent and resources to the promotion of modeling. An Honorary member has all the privileges of a Regular member, except voting privileges. An Honorary member of the Club has the option of paying dues. Honorary membership shall be voted on at the annual meeting of the Club.
5. Senior - Qualifications for Senior membership in the Club shall be sixty-five (65) years of age or older; an interest in model aircraft; a willingness to share in the programs of the Club.
 - a. Immediate family members residing at the same address are extended member status with no additional dues or initiation fees.
6. All members of the Club (including family members), regardless of class of membership, are required to maintain current Academy of Model Aeronautics enrollment to fly solo at club facilities.

ARTICLE IV Purposes

1. The Corporation is organized and shall be operated exclusively as a charitable, educational and scientific organization within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).
2. Subject to the foregoing, the primary object of the Corporation shall be to promote the educational and scientific aspects of model aviation.
3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private person, 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 Section 1 and 2 hereof. 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 publishing or distribution of statements) any political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or (b) by a corporation, contributions to which, are deductible under

Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

Dues, Initiation Fees, General Requirements

1. All paid up members of all membership classes of the Club, in good standing at the time of and at any time following the filing of the Articles of Organization of this Club, shall automatically become members of the Club with all the rights and privileges of members, except the holding of office by Junior members.
2. New members will be accepted, within the limitations set forth in Article III hereof, upon written application to the Treasurer, including annual dues and initiation fees. All new member applications are subject to approval by a vote of the members at the next scheduled meeting of the members.
3. Annual dues and initiation fees shall be established for Regular, Senior and Junior members by vote of the membership at the annual meeting. The membership year shall be from April 15 of the then current year to April 14 of the following year. Dues shall be payable by April 15th of the then current membership year. If a member does not pay their dues by April 15th of the then current membership year he/she may be dropped from the Club roster and may be required to pay the initiation fee to renew membership.
4. Members joining the Club after September 1st of the current year and having paid the Club dues for that year shall be considered members in good standing for that membership year and the following membership year.
5. Membership in the Club shall be restricted to a maximum of seventy-five (75) members (excluding honorary members).

ARTICLE VI

Meetings of Members

1. The members of the Club shall meet annually for the election of officers and directors and for the transaction of such other business as may be properly come before the meeting at a place or places within or without the State of New Hampshire as may be designated for said meeting by the Board of Directors. The annual meeting shall be held on the first Thursday of October in each year, if not a legal holiday, and if a legal holiday, then on the next Thursday following. The location for the meeting shall be stipulated and communicated as established in ARTICLE VI Section 2.
2. Notice of the annual meeting of the members shall be served in writing not less than ten nor more than fifty days prior to such

meeting by first class mail or electronic means. When such notice is mailed or sent electronically it shall be sent to each member at his/her address as it shall appear on the Club's roster, unless he/she shall have filed with the Treasurer of the Club a written request that notices intended for him/her are to be mailed or sent electronically to some other address, in which case it shall be sent to the address designated in the request. Notice may be given in the Club Newsletter.

3. Twenty-five (25%) percent of the members entitled to vote must be present to constitute a quorum at all meetings of members for the election of officers or directors or for the transaction of other business except as otherwise provided by law, by the Certificate of Incorporation or by these By-Laws.
4. Each member who is entitled to vote and who is in good standing shall be entitled, at every meeting of the members of the Club, to cast one vote on each motion made at the meeting. Such vote may be cast in person only.
5. Special meetings of members, for any purpose or purposes, may be called pursuant to resolution of the Board of Directors or by the President, and shall be called by the President or Secretary at the request in writing of a majority of the Directors or at the written request of members entitled to cast twenty-five percent (25%) of the total number of votes entitled to be cast at such meeting or as otherwise provided by law. Such requests shall state the purpose or purposes of such proposed meeting. Before such meetings are held all members entitled to vote shall be notified in writing in accordance with the notification requirements for all annual meetings. Business transacted at special meetings shall be confined to the subjects listed for consideration in the meeting and germane thereto.
6. At all meetings of the members of the Club, the order of business shall be substantially as follows:
 - a) Calling the roll and ascertaining whether a quorum is present.
 - b) Reading of minutes of previous meeting of members and approval thereof.
 - c) Report by the Treasurer on the account balances.
 - d) Completion of unfinished business.
 - e) Reading of communications to the Club received since the previous meeting.
 - f) Reading of reports from committees and approval thereof or action to be taken thereon.
 - g) Election of officers and directors (at annual meeting).

h) Transaction of new business.

7. Regular meetings of members shall be held, at an indoor location, between the months of October to April. During the months of May through September meetings shall be conducted at the flying site as established by the Board of Directors.

ARTICLE VII Field Rules

All Club members and their invited guest are expected to abide by the following Field Rules when at the club flying field. All members of the Board of Directors are designated field marshals. They are responsible for seeing that club rules and regulations are enforced.

1. All pilots must be a current AMA (Academy of Model Aeronautics) member. No one is permitted in the Pit area or on the Flight Line without a current AMA/Club membership card unless accompanied by a current RC Aces club member.
2. All aircraft must be properly labeled in accordance with AMA requirements.
3. Model aircraft may be operated by any member who has achieved solo status or is with a Flight Trainer. All model aircraft shall be operated in accordance with the latest issue of the Official AMA Safety Code.
4. New members, guests and visitors who wish to fly solo must show that they are capable of operating model aircraft in a safe manner or they must be accompanied by a club designated Flight Trainer.
5. 2.4ghz transmitters are approved for use at the field. All 72mHz transmitters must be manufactured after 1992 or have narrow band status (gold sticker). No 72mHz transmitter shall be turned on without a frequency clip (or similar notification device) and the operator shall personally notifying all other members operating other model aircraft at the field.
6. It is recommended that the first arriving member and last leaving member at the field open/secure the Field Safety Cabinet located in the Pilot's shelter.
7. No more than four aircraft may be airborne at any one time.
8. A range check shall be completed on the first flight of the season and on all newly built and repaired aircraft.

9. No glow or gas engines shall be run before 9:00 a.m.
10. All glow or gas engines must have mufflers. All engines must meet the maximum noise level of 90db at no more than 12 feet.
11. No turbine engines shall be operated at the club field.
12. Any aircraft deemed not airworthy will not be allowed to fly.
13. Absolutely no unsafe or reckless flying will be permitted at the field at any time.
14. Takeoffs and landings must be performed while standing in the Pilot's Box located on the Pit side of the runway. Absolutely no taking off from the Pit area or taxiways is permitted.
15. Taxiing into the Pit area is not permitted.
16. Absolutely no flying over the Pit, parking area or the trees on the southwest side of the runway is permitted (opposite the Pilot's Box - Center/Left facing the runway).
17. No flying above four hundred feet (400 ft) is permitted. No low passes (100 feet or less) over the runway will be permitted when there are Pilots on the runway.
18. The consumption of alcoholic beverages and/or the use of drugs will not be allowed or tolerated anywhere on the RC Aces field.
19. Smoking is not permitted in the Pit area. Smoking is permitted in parking lot area only.
20. No unrestrained pets will be allowed in the pit or runway areas of the field.
21. All Junior members, as described in Article III classes of membership, shall not fly unless accompanied by a parent, guardian or a sponsoring adult Club member willing to accept responsibility for the Junior member.
22. Any non-member wishing to fly at the field as a guest shall adhere to the following:
 - a. Must display a current AMA membership card.
 - b. May fly only with a club member present.
 - c. May fly no more than a total of three (3) days per calendar year.
 - d. The sponsoring member of the guest must record the following information in the field log located in the Field Safety Cabinet:
 - 1) Date
 - 2) Name of the guest
 - 3) AMA number of the guest
 - 4) Name of sponsoring member

Members are encouraged to not fly alone.

The combination to the gate for access to the field will be given to pilots upon completion of training and achieving pilot solo status or demonstrating ones abilities to an Flight Trainer designated by the club.

Thursday nights are set aside for student pilots in training ONLY. This will be in effect from 3:00 p.m., or whenever the first student is readied for flight, until dusk. Please do not expect to fly if student pilots are present.

No littering of the flying site is permitted. Trash barrels are provided. Pilots must take empty fuel containers and wrecks home with them.

ARTICLE VIII

Censure, Suspension and Expulsion of Members

1. If the conduct of a member shall appear to the Board of Directors to be disorderly or to be prejudicial to the welfare or the good name of the Club, or if in any way any member conducts himself in a manner not authorized by, or in violation of, the By-Laws of the Club or the rules set forth in Article VII above, he or she shall be subject to censure, suspension or expulsion. The Board of Directors shall determine the severity of the infraction. If, at the sole discretion of the Board of Directors, the infraction is considered minor, censure or suspension may be imposed. If the infraction is considered major or a repeat of a minor infraction, expulsion of the member may be imposed.
2. In case such offending member is suspended from the membership in the Club, the member shall be deprived of all rights and privileges of membership for a period of up to three (3) months as may be determined by the Board of Directors in the particular case and at the expiration of the prescribed period such member may petition the Board of Directors for reinstatement of all rights and privileges of membership.
3. In the case of an offending member being expelled from membership in the Club, the member shall forthwith forfeit all his or her rights and privileges and shall forfeit all rights, title and interest in or to the Club or its property.

ARTICLE IX

Officers and Directors

1. The officers of the Club shall consist of President, Vice President, Treasurer, Secretary and Safety Coordinator
2. There shall be a Board of Directors which shall consist of the officers and at least two (2) directors as required to make a total of at least seven (7) Board Members.

3. Two or more offices may be held by the same person except the offices of the President and Secretary. Each person (not office) is entitled to one vote on matters brought before the Board of Directors.
4. The President of the Club, or in his absence, the Vice President, shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer and shall see that all orders and resolutions of the Board of Directors are carried into effect. The presiding officer shall also have the power to appoint special committees to have such power and duties and to hold such offices for such periods of time as shall be fixed by the presiding officer. All such appointments shall be coterminous with that of the appointing President.
5. The Vice President in the absence or the disability of the President, may perform the duties and exercise the powers of the President and shall perform such duties as may be imposed by resolution passed at any meeting of the members.
6. The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall act as Secretary of each meeting, recording all votes and minutes of all proceedings, preferably in a book kept for that purpose. The Secretary shall cause to be given notice of all meetings of members and Board of Directors when notice is required by these By-Laws and, if required, by resolution at an annual or special meeting of members, shall give notice of meeting of committees of members. The Secretary shall have custody of the original copy of the By-Laws and all amendments thereto. The Secretary shall conduct the correspondence of the Club and shall execute all instruments as may be officially authorized.
7. The Treasurer shall have custody of all funds of the Club and shall keep full and accurate records of receipts and disbursements in books belonging to the Club and shall deposit all moneys in the name of and to the credit of the Club in such depositories as may be designated by the Board of Directors. The Treasurer may disburse the moneys of the Club as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. No disbursements shall be made by check unless said check is signed by either the President or the Treasurer. The Treasurer shall render to the President and Board of Directors at the regular meeting of the Board of Directors, or whenever they require it, an accounting of all transactions as Treasurer, and of the financial condition of the Club. The Board of Directors shall perform audit of the checkbook and ledger semi-annually. The treasurer shall receive all applications for membership and thereafter transmit them to the Board of Directors and membership for consideration.

8. In the case of the absence of any officer of the Club, the Board of Directors may designate the powers or duty of such officer to any other officer or person on a temporary basis.
9. The Board of Directors shall manage the affairs of the Club. In addition to the officers of the Club, the Directors shall be elected at the annual meeting of members to serve for one (1) year and until their successors shall be elected. In addition to the powers of these By-Laws expressly conferred upon them, the Board of Directors may exercise such lawful acts and things as are not by statute or the Certificate of Incorporation or by these By-Laws required to be exercised by the members or officers.
10. A Safety Coordinator shall be appointed by the Board of Directors. The Safety Coordinator promotes and encourages a climate of safety awareness within the club. He or she is the primary communications link between AMA and the club in matters related to safety. A safety audit of club facilities, equipment, and grounds to ensure everything is in good working order and safe for normal use by members and the public should be conducted at least annually by the Safety Coordinator. He or she establishes a club emergency action plan to handle serious accidents/incidents and annually reviews emergency procedures with club members.
11. An official Point of Contact (POC) shall be appointed by a majority vote Board of Directors. The POC shall be responsible for communications to the AMA, AMA District 1 officers, the State of New Hampshire and notifications to the general public. This includes annual renewal of the club's AMA Charter and Insurance and, every 5th year (CY2020 and thereafter including amendments as required), the club's standing as a not-for-profit organization under Section 501 (c)(3) of the Internal Revenue Code in the State of New Hampshire (<https://quickstart.sos.nh.gov/online>). This includes timely delivery of any adjustments or changes made to the Club's By-Laws and Board of Directors to the AMA, District 1 officers and the State of New Hampshire.

ARTICLE X

Meeting of the Board of Directors

1. The Board of Directors may hold their meetings within or without the State of New Hampshire and at any of the locations at which meetings of members may be held as set forth in Article II of these By-Laws, or at such other place or places as may be determined from time to time by resolution of the Board of Directors.
2. Special meetings of the Board of Directors may be called by the President on five (5) days' notice to each member of the Board of Directors either personally, electronically or by mail. The President or the Secretary shall call special meetings in a like

manner on the written request of two or more of the Board of Directors.

1. At all meetings of the Board of Directors, the presence of a majority of the Board members shall be necessary to constitute a quorum and sufficient for the transaction of business and any act of a majority at a meeting at which there is a quorum shall be the act of the Board of Directors, except as otherwise specifically provided by statute or by the Certificate of Incorporation or by these By-Laws.
2. Every meeting of the Board of Directors shall be called to order by the President or Vice President, or in the absence of both, a member of the Board of Directors.
3. Any business may be transacted by the Board of Directors at every meeting at which every member of the Board is present although held without notice, upon waiver signed by every Board member, whether before or after the meeting.
4. In the absence of fraud or bad faith, the Board of Directors shall not be personally liable for the debts or obligations of the Club except as otherwise provided by statute.

ARTICLE XI

Nominations and Elections

1. The Board of Directors may appoint a nomination committee consisting of three (3) members of the Club, including a past President (if available), no later than August 15th of the current year to select a slate of candidates for the next ensuing year.
2. To be eligible for nomination for a corporate office and to become a member of the Board of Directors, a person must be a paid-up member in good standing with the Club. Junior members are not eligible to be a member of the Board of Directors.
3. The slate shall consist of at least one (1) candidate for each office. No nomination shall be considered valid or placed on the ballot without the nominee's consent.
4. Nominations from the floor shall be accepted at the September meeting.
5. Election shall be held at the annual meeting in October and all eligible members shall be duly notified by the Secretary; elections shall be by a vote of the membership. Should a quorum not be present at the annual meeting the election shall be held at the next meeting of the membership where a quorum is present.

6. The newly elected officers and directors shall be duly installed and shall assume office on the first day of November.

ARTICLE XII

Removals and Vacancies

1. The Board of Directors may remove from office for cause any officer, including a Director, by vote of a majority of the entire Board of Directors, excluding the officer or Board member to be removed. The members of the organization may, at a special meeting called for the purpose by vote of three-fourths (75%) of the paid-up membership entitled to vote, remove any officer or Director for cause.
2. If the office of any officer or director becomes vacant by reason of death, removal, resignation or otherwise, the Board of Directors may select by a vote of the majority of the Board of Directors a successor(s) who shall hold the office for the unexpired term.

ARTICLE XIII

Amendments to the By-Laws

These By-Laws or any one or more of them, may be altered, amended or appealed or new By-Laws shall be adopted at a meeting of members by affirmative vote of members at such meeting entitled to vote in the election of officers and directors. Notice of the intention modify the By-Laws shall be given to the members by the methods proscribed in Article VI paragraph 2 of the By-Laws. A copy of the proposed modification shall accompany the notification. Discussion of the proposed modification shall occur at the next scheduled meeting of the members. The proposed modification, as adjusted by the members during the meeting, shall be redelivered to the membership per Article VI paragraph 2. The modification shall be affirmed or denied at the next scheduled meeting of the membership where a quorum (25% of membership) is present, per article VI paragraph 3, and by at least a two-thirds (2/3) vote of those members present at the meeting. If affirmed the revised By-Laws will become immediately effective.

ARTICLE XIV

Dissolution

In the event of dissolution of the Club, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Club, dispose of all the assets of the Club exclusively to further the purposes and primary object for which the Club was organized or organizations organized and operated exclusively for charitable, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors may determine.

ARTICLE XV

Optional Standing Committees

1. FIELD MAINTENANCE COMMITTEE

- a) It shall be the responsibility of the Field Maintenance Committee to solicit volunteers to assist the committee in field maintenance, especially the mowing of grass at the flying field. This committee should NOT be burdened with the responsibility of cutting the grass continuously themselves, but formulate a schedule of regular cutting by different members.
- b) Additionally, this committee shall maintain the policing of the flying field, trash pickup and general field supervision.
- c) This committee also shall ensure that all flying field signs are in good repair, the pit and parking areas adequately designated and the maintenance of aircraft tables, picnic tables and shade canopies.
- d) Finally, this committee shall make recommendations to the Board of Directors for flying field improvements.

2. FINANCE COMMITTEE

- a) The Finance Committee is charged with the following:
 - a. Raising funds
 - b. Approving the annual budget
 - c. Providing advice and consent on major Club expenditures
- b) The most important function of this committee is generating revenue for the Club.

3. MEMBERSHIP COMMITTEE

- a) The Membership Committee shall be charged with recruiting new members. Initially, emphasis shall be placed upon recruiting former members who are still in the area and recruiting non-members who are active semi-active or interested in the hobby. Additionally, emphasis shall be placed on recruiting new persons into the hobby and the Club with particular emphasis on young people.
- b) This committee is also charged with maintaining an accurate, up to date membership roster and keeping the members advised of membership status, including providing the Board of Directors with up-to-date membership rosters.
- c) The Chairman of the Membership Committee should coordinate with the Chairman of Flight Instruction Committee to ensure new members receive assistance upon joining the Club. They shall

also ensure that new members are introduced to the Club and made to feel a welcome part of the organization.

- d) Finally, the Membership Committee shall make recommendations to the Board of Directors on problem members or a member who should be dropped from the Club for cause.

4. ACTIVITIES COMMITTEE

The Activities Committee is charged with developing and implementing interesting and fun-filled Club activities. Such activities may include, but are not limited to the following:

- a) Developing short hobby-oriented presentations for each Club meeting.
- b) Developing and implementing hobby-oriented community exhibits.
- c) Developing and implementing Club sponsored contests.

5. FLIGHT INSTRUCTION COMMITTEE:

- a. Flight Trainers shall instruct members on proper operation of model aircraft and the rules for safe operation.
- b. Flight Trainers shall certify the member's competency to solo to the President. The Flight Trainer shall then issue a Certificate of Proficiency to the member granting the right of solo flight operation at the Club facilities.
- c. Flight Trainers are responsible for monitoring the proficiency of approved solo pilots. The Safety Coordinator or Flight Trainers may, where appropriate, suspend solo privileges and provide remedial flight instruction as required.
- d. The Flight Instruction Committee shall also make recommendation for changes to the flight-training program to the Board of Directors.

ARTICLE XVI

- 1. The fiscal year shall be from September 1 to August 31. The membership year shall be from April 15 to April 14.
- 2. The rules contained in "Robert's Rules of Order Revised" shall govern this Club in all cases, which they are applicable and in which they are not inconsistent with these By-Laws.