

ARTICLE 1. NAME: The name of the corporation will be 107th Flyers Club, Inc. (the Club).

ARTICLE 2. PURPOSE OF THE CLUB.

1. The purpose of this Club shall be to further the development, building, and safe operation of radio-controlled model aircraft as a hobby and sport. The Club will be dedicated to the promotion of safety in all aspects of model aviation. The Club shall maintain a charter membership in the Academy of Model Aeronautics (AMA) and shall be incorporated in the state of Massachusetts, and will be operated exclusively as a charitable, educational, and scientific organization within the meaning of Section 501 (c)(7) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code).
2. Subject to the foregoing, the primary objective of the Club will be to promote the educational and scientific aspects of model aviation, especially pertaining to radio-controlled model airplanes, and carry on the activities of the Club.
3. No part of the net earnings of the Club shall inure to the benefit of or be distributable to its Members, Officers, Board Members, or other private person, except that the Club shall be authorized and empowered to pay reasonable compensation for expenses and services rendered and make payments and distributions in furtherance of the purpose set forth in Sections 1 and 2 hereof. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in or intervene in (including publishing or distribution of documents) any political campaign behalf of any candidate for public office. Notwithstanding any provision of these articles, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal Income Tax under Section 501(c) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which, are deductible under Section 170(c) (2) of the Internal Revenue code (or the corresponding provision of any future United States Internal Revenue Service Law.)

ARTICLE 3 .OFFICERS.

The Club will be operated by the Board of Directors which will consist of the President, Vice-President, Secretary, Treasurer, and five Board Members at large.

ARTICLE 4 MEMBERSHIP

1. All members shall maintain a current membership in the AMA, and is open for all ages, as described below.
2. Student Member, under 16 years old, and must be accompanied by parent or responsible adult.
3. Regular Member, over 16 years old and under 65 years old.
4. Senior Member, over 65 years old.
5. Membership will run from January 1 to December 31, and fees will be established and published by the Board of Directors..
6. Members will agree in writing to abide by the By-Laws and safety rules of the Club and safety rules of the AMA.
7. Application for re-membership from a prior Member will require current membership fees, but the New Membership fee will be waived.
8. A special "Non-Flying Membership" will be allowed for prior members wishing to enjoy all privileges of the Club, including field entrance, but will not be allowed to fly and will not require AMA Membership. All other dues and obligations will remain.

ARTICLE 5. DUTIES OF CLUB OFFICERS

President. The President shall preside at all meetings of the Board and Membership . All Committees shall report to the President. The President will be responsible for making sure all actions of the Board and Membership are carried out in compliance with the Club By-Laws and other Rules of the Club. The President will co-sign all checks for fund distributions. A quorum of the Board shall consist of 2/3 of the Officers and Board Members.

1. Vice-President. The Vice-President will assume duties of the President in the President's absence.
2. Secretary. The Secretary will take the minutes of all Board and Membership meetings and distribute written copies at appropriate times. The Secretary, under the direction of the President, will keep all records of the Club, handle all correspondence and notify Board Members and General Members of meetings and special events, and handle all correspondence with AMA.
3. Treasurer. The Treasurer will handle all monies and material assets of the Club; will keep written inventory of any and all equipment owned by the Club, will write and co-sign all checks (at the direction of the Board), will maintain a running ledger of

expenditures/deposits, and will reconcile same with bank statements, will present financial status reports at Board and Membership meetings, and will set up all accounts with the bank(s).

4. Directors. The Directors will assist the Club officers, as requested by the Officers, and supervise operations of the Club. The Directors will audit the Club's assets when they are elected and just before they leave office.
5. Field Marshall. The Board may appoint a Member to this position, with the Members' acceptance. The Field Marshall at the Flying Field may decide when any person present is acting in a manner not in keeping with the By-Laws, and can request the person to correct this. The Field Marshall has the authority to prohibit any person from flying or being on the field location if, in the Field Marshall's opinion, the person's behavior warrants this action.

ARTICLE 6 ELECTION OF OFFICERS AND BOARD OF DIRECTORS.

Election of Officers and Board of Directors will take place at the Annual Membership Meeting. The existing Board will nominate a slate of names from the Membership, based on past performance and future value to the Club, with prior approval from each person nominated. The Board will present the slate at the General Meeting. Any Member in good standing may then nominate a Member in good standing for any office, with acceptance from the nominee. That nomination shall be seconded and placed alongside the slate. A secret ballot will then be taken by the Members in good standing. The Member receiving the most votes will be elected to office. In event of a tie, a re-vote will be taken until the tie is broken.

If any vacancy in the Board exists between Annual Meetings, the Board may appoint any Member in good standing to fill the void for the rest of the term.

ARTICLE 7 COMMITTEES.

The Board will establish such standing or temporary committees as are deemed necessary to promote the purposes of the Club.

ARTICLE 8 ANNUAL MEETING.

The Annual Meeting of the Board and General Membership for the purpose of electing Officers and Board Members shall take place on the third Thursday in November, unless otherwise designated by the Board of Directors. Members shall be notified of this meeting with a slate of nominees (as described above) in writing at least two weeks prior to the Meeting. A quorum shall consist of at least one third of the Members in good standing and is required for elections. Dues are to be paid at or prior to the Annual Meeting.

Robert's Rules of Order shall be used to conduct the business of the Club.

ARTICLE 9 CHANGES IN THE BY-LAWS.

Any Member in good standing may request a change in the By-Laws by approaching the Board at a regular Board Meeting. If the proposed change is approved by a unanimous vote of the Board. It will then be presented to the General Membership at the next General Meeting (having a quorum) for a vote. If approved by a 2/3 majority of those present, it will result in the proposed change being included in the By-Laws.

Notification of such a change shall be included in the aforementioned required notice for the General Meeting. The change will go into effect 30 days after the vote.

ARTICLE 10 SAFETY.

The attached Club Safety Rules shall be considered to be included in the By-Laws. These may be updated from time to time by a majority vote of the Board. Any Member wishing to revise these Rules may present the proposed change to the Board for consideration.

The current AMA Rules also are considered to be included in the By-Laws.

ARTICLE 11. IDENTIFICATION.

All Members must have a current AMA and Club Membership card with them when flying at the Field. Anyone being asked must show both of these identification cards. Failure to produce these cards may result in the Member being prohibited from flying that time.

ARTICLE 12 FLYING HOURS

Flying hours are not officially limited, but will usually extend from sunrise to sunset and abide by the Club Rules.

ARTICLE 13. CENSURE, SUSPENSION, EXPULSION

A Quorum of the Board, as described above, shall decide the punishment of any Member if a violation has occurred. The degree of violation shall govern the punishment that the Board will hand out. A second offense for the same infraction in a calendar year will result in automatic suspension, unless otherwise exempted by the Board. The length of suspension will be a minimum of, but not limited to, one month.

Any Member can be expelled by a unanimous decision of a quorum of the Board when proper charges have been presented and a hearing held. The decision of the Board regarding suspension is final.

ARTICLE 14 REMOVAL FROM OFFICE.

Any Officer or Board Member can be removed from office for cause. This removal will be by a majority vote of the entire Board. The Membership can remove any Officer or Board Member for cause by a 2/3 vote of the current Membership in good standing.

ARTICLE 15 GUESTS

Any Member may bring Guests to the Field. The Member is responsible for the actions of their Guests. A Guest may also pilot an aircraft pursuant to the Club Rules.

ARTICLE 16. DISSOLUTION OF THE CLUB CORPORATION.

In event of dissolution of the Corporation, the Board shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively to further the purposes for which the Corporation was organized in such a manner, or to such organization and organizations organized and operated exclusively for charitable and scientific purposes as shall, at the time, qualify as an exempt organization under Section 501 (c) (7) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board may determine.

ARTICLE 17 APPROVAL AND ACCEPTANCE.

The By-Laws as depicted above are hereby approved and accepted by a quorum of the Board and a

quorum of the General Membership this _____ day of _____, 2_____

Signed: _____, President Date: _____

_____, Secretary Date: _____

_____, Treasurer Date: _____