

BYLAWS

OF

FLYING ELECTRONS, INC.

AMENDED AND APPROVED

by the club July-2007

ARTICLE I CLUB PURPOSES

The purposes of the club shall be to educate its members and the general public in the sport of radio controlled model aircraft construction and operation; to further the aim and purposes of the Academy of Model Aeronautics; to encourage and regulate safety concerning the operation of such aircraft; and to engage in such charitable activities relating to that sport as may be determined from time to time by the board of directors.

ARTICLE II MEMBERSHIP

Section 2.01. Membership Year. Membership in the club shall be for the annual period of January 1 through December 31 of each year. Any member of the club for the immediately preceding year shall have the right to renew his membership in the club for the then current membership year upon satisfaction of the conditions to membership set forth in section 2.02 of these bylaws.

Section 2.02. Conditions to Membership. Subject to the limitations on total membership set forth in these bylaws, membership in the club shall be open to any person for any membership year who subscribes to the club purposes and rules, is and continues to be a member of the Academy of Model Aeronautics as evidenced by a valid membership card in that organization, pays all club dues and assessments for the membership year and, in the case of a person whose membership has previously been revoked pursuant to the provisions of section 2.05, receives the approval of two-thirds of the board of directors. New members must be sponsored by a current member who is in good standing for the past two years and be accepted by the Board of Directors. The membership of any person who was a member of the club during the immediately preceding membership year who fails either to pay such person's dues and assessments for the current membership year or to provide evidence that such person had a valid membership in the Academy of Model Aeronautics by March 1st of the then current membership year shall be removed from membership. No person shall have the privilege of operating radio controlled model aircraft from the club's flying site until all of the foregoing conditions to membership are satisfied for each membership year, including those persons who were members for the immediate preceding membership year and who have not, during the period January 1 through March 1 of the then current membership year, satisfied all of the above conditions to membership.

2.03. Classification of Members. There shall be the following classes of members:

(a) Regular Member. A regular member shall be an individual who is 19 years of age or older.

(b) Junior Member. A junior member shall be an individual who is 18 years of age or younger.

(c) Family Member. A family member shall be the spouse of a regular member and any minor children of a regular member.

(d) Senior Member. A senior member shall be an individual 65 years of age or older who elects to be a senior, rather than a regular, member.

(e) Life Member. The Board of Directors shall have the right to bestow a lifetime membership upon any person who they feel deserves it, based upon the Criteria for Honorary Life Membership published elsewhere in the club documents.

The age of an individual shall be the person's age on July 1 of the year for which membership is being determined.

Section 2.04. Voting Rights of Members. Regular members, junior members, senior members and family members shall have the right to vote on all matters brought before the members for a vote.

Section 2.05. Suspension or Revocation of Membership or Membership Privileges. The membership rights of any member may be suspended or revoked in accordance with the following standards and procedures:

(a) Any member including an officer or director (a "complaining member") shall have the right to file a written report with the board of directors concerning such member's observation of another member ("affected member") who has regularly disregarded the club's rules. The board of directors (or a committee of the board consisting of board members) shall, promptly upon receipt of a complaining member's report, conduct such investigation into the complaining member's report as it deems reasonable to determine whether or not such report has merit, and if so, whether or not sanction action should be taken against the affected member.

(b) If the board of directors determines that it will consider taking further action following its investigation, the affected member shall be advised in writing of that fact, shall be provided with the complaining member's name and a copy of the complaining member's report, and be given the opportunity to appear before the board of directors to present the affected member's position and present such information to the board as the affected member feels necessary. The affected member shall, if he or she desires submit prior to the board of directors' meeting a written statement of the affected member's

position. While it is contemplated that proceedings before the board of directors will be informal in nature, the board can adopt such reasonable rules to govern such proceedings as it deems desirable.

(c) After deliberations, the board of directors shall be authorized to take such action suspending the affected member's flying privileges for such period as it determines (which may extend into the next membership year) or revoking his or her membership, which two-thirds of the total board in the board's reasonable discretion believe is justified. The board shall send the affected member written notice of its action. Even though the affected member is given the right to appeal the decision of the board of directors, the flying privileges of the affected member shall be suspended from the time the board notifies the affected member of the action the board has taken.

(d) If the affected member so elects within 10 days after receipt of notice from the board of directors of its action the affected member may have the decision of the board of directors promptly reviewed by a three-person member appeal panel. The appeal panel shall consist of one non-director designated by the board of directors, a non-director designated by the affected member, and a non-director selected by the two persons designated by the affected member and the board of directors. The appeal panel shall be promptly designated. Every member of the club shall have an obligation to serve on the appeal panel if so requested.

(e) The appeal panel shall be promptly convened and shall afford both the affected member and representatives of the board of directors the opportunity to present to the panel such information as either deems desirable to fully inform the appeal panel of the respective positions of the parties. While it is contemplated that all matters brought before the appeal panel will be informal in nature, the appeal panel, by majority vote, may adopt such reasonable rules for the conduct of appeal proceedings, as it deems desirable. The appeal panel will promptly following any hearing render a written decision, by majority vote of its members, that shall be binding and conclusive. The appeal panel may accept the decision of the board of directors, reject the decision of the board of directors or modify the decision of the board of directors, including reduction of any sanctions or increase of any sanctions.

Section 2.06. Withdrawal. A member may withdraw from membership upon written application to the secretary, setting forth the reason for such a withdrawal. Reinstatement of a withdrawn member shall be in the same manner as a person applying for membership. If such reinstatement is during the same calendar year as the withdrawal, the reinstated member shall pay all dues, assessments or other amounts the member would have paid had the member been a continuous member for that calendar year.

Section 2.07. Membership Limitation. The number of members shall not exceed a total of 200 regular, senior, junior and family members at any time. An applicant for membership will be placed on a waiting list if the membership limitation would be exceeded by admitting the applicant to membership. The applicant shall remain on the waiting list until such time that applicant comes to the top of the list. If at this time the applicant declines the

membership opening, said applicant's name shall be removed from the waiting list. If any member's membership is revoked and that person reapplies for membership, such applicant shall only be re-eligible for membership at such time as that person moves to the top of the waiting list.

ARTICLE III DUES AND ASSESSMENTS

Section 3.01. Dues Year. Dues shall be based on a calendar year.

Section 3.02. Amount of Dues.

(a) Dues for each membership year shall be in an amount approved by the members at a regular or special meeting called for that purpose before the end of the preceding year. If dues are not set in the preceding year, dues for the then current membership year shall be in the same amount as the preceding year.

(b) Dues shall be \$ 50 per year for regular members and family membership, \$ 30 for junior members and senior members, and \$30 for residents of the village of Menomonee Falls. A \$ 5.00 discount will apply to all dues if the member elects to receive the club newsletter via the club website rather than U. S. mail

(c) Club officers and board of directors shall pay regular club dues equal to the regular membership dues required under section 3.02, item (b) of the club bylaws.

Section 3.03. Assessment. Assessments of the members in the amount not to exceed a total of \$25 in any year may be made by affirmative vote of two-thirds of those members present at a regular or special meeting called for that purpose at which a quorum is represented.

Section 3.04. Payment of Dues.

(a) Dues are due on or before the January regular membership meeting of the current membership year. If unpaid when due, a penalty of \$5 shall be imposed if paid by the February meeting of the current membership year. If unpaid by the February meeting, a \$10 penalty shall be imposed if dues are paid by the March meeting of the current membership year.

(b) The treasurer shall mail notice of dues to all members before October 15 of each year for dues payable for the membership year commencing on the next January 1. Publication of notice in the club newsletter shall constitute proper notice.

(c) Membership cards shall not be issued by the treasurer to a member until the treasurer is satisfied that the conditions to membership have been satisfied.

Section 3.05. Fourth Quarter Membership. Applications received for members joining after September 15 will be valid for the remainder of that year and all of the following year.

Section 3.06. Initiation Fee. A one-time \$50.00 initiation fee shall be paid by each new member, of which \$20.00 will be credited toward the following year's dues if the new member elects to re-new their membership.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01. Annual Meeting. The annual meeting of the members of the club shall be held annually on the second Sunday in November at such time and place, in or near Milwaukee County, Wisconsin, as may be fixed by the president.

Section 4.02. Monthly Meetings. Regular monthly meetings of the members shall be held on the second Sunday of each month, except December, at such time and place, in or near Milwaukee County, Wisconsin, as may be fixed by the president.

Section 4.03. Notice of Meetings. The secretary shall notify each member who is entitled to vote of the date, time, and place of each annual or special meeting of members. In the case of special meetings, the notice shall also state the purpose of the meeting. Unless otherwise required by law, the notice shall be given not less than five days before the meeting date. Notice shall be given in writing by the Club Newsletter, mail, hand delivery or by facsimile. If mailed, written notice is effective when mailed, addressed to the member's address shown in the club's current record of members. Written notice provided in any other manner is effective when received.

Section 4.05. Quorum and Voting Requirements. Each regular, junior and senior member shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. A quorum shall consist of 25% of the regular, junior and senior members. The affirmative vote of the majority of the votes entitled to be cast on the matter before the meeting shall be required unless a different vote is required by other provisions of these bylaws; provided that notwithstanding the foregoing the affirmative vote of three-fourths of all regular, junior or senior members shall be necessary to liquidate, merge or sell substantially all of the club's assets and the affirmative vote of two-thirds of the members present at a meeting called for that purpose at which a quorum is represented shall be necessary to remove any director or directors. At any adjourned meeting at which a quorum is represented any business may be transacted that might have been transacted at the meeting as originally noticed.

Section 4.06. Conduct of Meetings. Except to the extent the board of directors may otherwise provide, the president, and in his or her absence, the vice president shall call the meeting of the members to order and shall act as chairman of the meeting, and the secretary of the club shall act as secretary of all meetings of the members, but in the absence of the secretary the presiding officer may appoint any other person to act as secretary of the meeting.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. General Powers. The club's power shall be exercised by or under the authority of and its business and affairs shall be managed under the direction of its board of directors, except as may otherwise provided in these bylaws. The board of directors shall consist of 7 persons, the president, vice president and secretary/treasurer and four other members. The board of directors shall appoint a field manager, student coordinator, newsletter editor, raffle coordinator, apparel coordinator and RC Association delegates at the annual meeting of the board of directors. Notwithstanding the foregoing, the board of directors shall not have the authority to close the club's flying field without a majority vote of members present at a meeting called for such purposes at which a quorum is represented, to liquidate, merge, or sell the club's assets without the affirmative vote of three-fourths of all of the members or to terminate the club's lease of a flying field, or enter into a lease for a new field, without a majority vote of members present at a meeting called for such purpose at which a quorum is represented.

Section 5.02. Election. Directors shall be elected by the members at the annual meeting of the membership. Each director shall be elected by a plurality of the votes cast by the members entitled to vote at a meeting at which a quorum is represented. For purposes of this section, plurality means that candidates with the largest number of votes are elected as directors up to the maximum number of directors to be chosen at the election.

Section 5.03. Tenure and Qualifications; Removal. Each director shall hold office until the next annual meeting of the members and until his or her successor shall have been elected by the members or until his or her prior death, resignation, or removal. A director or directors (including the entire board of directors) may be removed from office by a vote of the members taken at any meeting of the members called for that purpose by the affirmative vote of two-thirds of the members present at such meeting at which a quorum is represented. No cause shall be required to be shown for removal of a director or directors. In the event a Director resigns, or is unable to fulfill his duties for whatever reason, the President shall appoint an Interim Director with the unanimous approval of the entire board. The Interim term shall last for the duration of the original elected term.

Section 5.04. Regular Meetings. A regular meeting of the board of directors shall be held without notice other than this bylaw immediately after the annual members' meeting. The place of the regular board of directors' meeting shall be the same as the place of the members' meeting that precedes it or such other suitable place as may be announced at the members' meeting. By resolution, the board of directors may prescribe the time and place either within or outside the State of Wisconsin for holding of additional regular meetings.

Section 5.05. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president, secretary, or any two directors. The person or persons authorized to call special board of directors' meetings may fix any place within the State of Wisconsin as the place for holding any special board meeting called by such person(s), but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the directors in attendance at the meeting.

Section 5.06. Notice of Meetings; Waiver of Notice. Notice of each special board of directors' meeting shall be delivered to each director at his or her residence address or at such other address as the director shall have designated in writing and filed with the secretary. Notice may be given orally or communicated in person, by telephone, telegraph, teletype, facsimile, other form of wire or wireless communication, private carrier or in any other manner provided by law. Notice shall be given not less than 24 hours before the meeting being noticed otherwise than by mail, or 72 hours before the meeting being noticed if the notice is given by mail. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. A director may waive notice required under this section or by law at any time whether before or after the time of the meeting. The waiver must be in writing, signed by the director and retained in the record book. The director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting unless the director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special board of directors' meeting need be specified in the notice or waiver of notice of the meeting.

Section 5.07. Quorum Requirement. Except as otherwise provided by law, the articles of incorporation or these bylaws, a majority of the number of directors determined as provided in section 5.01 of these bylaws shall constitute a quorum for the transaction of business at any board of directors' meeting.

Section 5.08. Voting Requirement. The affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except when a different role is required by these bylaws.

Section 5.09. Conduct of Meetings. The president, and in the absence of the president, the vice president, and in their absence, any director chosen by the directors present, shall call board of directors' meetings to order and shall act as chairperson of the meeting. The club's secretary shall act as secretary of all board of directors' meetings but in the secretary's absence, the presiding officer may appoint any assistant secretary, director, or other person present to act as secretary of the meeting. If requested by a director minutes of the meeting shall be prepared and a copy distributed to each director.

Section 5.10. Committees. The board of directors may create and appoint members of the club to one or more committees. Each committee shall serve at the pleasure of the board of directors and shall undertake such activities as authorized by the board of directors. No committee may take any action to bind the club. The appeal panel referred to in these bylaws is not a committee hereunder.

ARTICLE VI OFFICERS

Section 6.01. Officers. The officers of the club shall be the president, vice president and secretary/treasurer.

Section 6.02. Duties of Officers.

(a) President. The president shall be the principal officer of the club, preside at all meetings of the members and perform all duties usually incumbent upon such office.

(b) Vice President. The vice president shall assume the duties of the president in case of absence or temporary disability of the president and perform all other duties required of the vice president.

(c) Secretary/Treasurer. The secretary/treasurer shall keep minutes of all meetings, conduct correspondence, take custody of all moneys and valuable papers and property of the club, and perform all other duties customary to such office.

(d) Field Manager. Subject to the direction of the Board of Directors, the Field Manager shall be responsible for all maintenance of the field, equipment and safety equipment as well as other required duties as required by the Board of Directors.

(e) Student Coordinator. Subject to direction by the board of directors, the Student Coordinator shall supervise the student pilot instruction program and perform such other related duties required by the board of directors.

(f) Newsletter Editor. Subject to direction by the board of directors, the newsletter editor shall be responsible for publication and distribution of the club's monthly newsletter and shall perform such other related duties required by the board of directors.

ARTICLE VII CLUB RULES AND REGULATIONS

Section 7.01. Field Rules. The board of directors shall adopt rules governing the conduct of members, observers, guests and spectators at the field in order to promote safe enjoyment for all and to minimize danger or nuisances to all. Such rules shall be posted at the field and supplemented as necessary with signs, notices, or fences to encourage enforcement. Said rules shall be reviewed annually by the board of directors for possible revisions. Each new member shall receive a copy of the current rules and shall agree to abide by such rules. Notwithstanding the foregoing, at a meeting of the members called to repeal any rules adopted by the board of directors, such rules shall be repealed upon receiving the affirmative vote of a majority of the members present at such meeting at which a quorum is represented.

Section 7.02. Proficiency Classification. To further ensure safety and to properly provide for the instruction of beginners, the club establishes the following levels of proficiency to classify all members:

(a) Student. A student shall be those beginning flyers judged incapable of flying without the active assistance of a more experienced pilot.

(b) Pilot. A pilot shall be those novice flyers who have soloed and no longer

need assistance, but who are not sufficiently experienced to give instruction to others.

(c) Instructor. An instructor shall be those flyers with sufficient proficiency that they may supply instruction, including in-flight instruction to students and pilots.

The club roster may show proficiency levels.

ARTICLE VIII OFFICERS AND DIRECTORS: LIABILITY AND INDEMNITY REIMBURSEMENT OF DISALLOWED EXPENSES

Section 8.01. Liability of Directors and Officers. Except as may Otherwise be provided in the articles of incorporation neither a director nor officer shall not be liable to the club, the members or any person asserting rights on behalf of the club or the members for damages, settlements, fees, fines, penalties or other monetary liabilities arising from a breach of or failure to perform any duty resulting solely from his or her status as a director or officer, unless the person asserting liability proves that the breach or failure to perform constitutes any of the following:

(a) a willful failure to deal with the club or the members in connection with a matter in which the director or officer has a material conflict of interest;

(b) a violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(c) a transaction from which the director or officer derived an improper personal profit;

(d) willful misconduct.

Section 8.02. Indemnity of Officers and Directors. The club shall indemnify a director or officer, to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the director or officer was a party because he or she is a director or officer of the club. (For purposes of this section "proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding.)

In addition to indemnification under the preceding paragraph and except as may otherwise be provided in the articles of incorporation, the club shall indemnify a director or officer against liability incurred by the director or officer in a proceeding to which the director or officer was a party because he or she is a director or officer of the club, unless liability was incurred because the director or officer breached or failed to perform a duty he or she owes to the club and the breach or failure to perform constitutes conduct of the types described in subparts (a), (b), (c) or (d) of this section. The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of no contest or an equivalent plea shall not, by itself, create a presumption that indemnification of the director or officer is not required. The determination of

whether or not a director or officer is entitled to indemnification under this paragraph shall be made by a majority vote of a quorum of the board of directors consisting of directors not at the time parties to the same or related proceeding. If a quorum of disinterested directors cannot be obtained, the board of directors may prescribe that such determination shall be made either by independent legal counsel or by majority vote of a committee duly appointed by the board of directors and consisting solely of two or more directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in determining whether to appoint independent legal counsel or a committee and they may also participate in the selection of independent legal counsel or the designation of members of the committee.

An individual who seeks indemnification under this section shall make a written request to the club. Indemnification will not be provided to the extent the individual has previously received indemnification or allowance of expenses from any source, including the club, in connection with the same proceeding. The right of indemnification under this section is not exclusive of other rights to which the officer or director may be entitled.

For purposes of this section director or officer means any of the following:

(a) an individual who is or was a director or officer of the club;

(b) an individual who, while a director or officer of the club, is or was serving at the club's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another club, partnership, joint venture, trust or other enterprise; or

(c) unless the context requires otherwise, the estate or personal representative of a director or officer.

ARTICLE IX GENERAL.

Section 9.01. Seal. The board of directors may provide for the club to have a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the club and the words "Corporate Seal, Wisconsin".

Section 9.02. Fiscal Year. The fiscal year of the club shall begin April 1 and end on March 31.

Section 9.03. Newsletter. The club's newsletter shall be called the Flypaper.

Section 9.04. Annual Audit. There shall be an annual internal review and audit of the club's finances and accounting records. The Board of Directors shall appoint two club members, who under the advisement and direction of the President will perform the audit. The current Secretary/Treasurer may not participate in the audit with the exception of providing the required records and information. The audit will be completed before, and presented to the Board at, the regular April meeting in the form of a brief, written report.

ARTICLE X AMENDMENTS.

Section 10.01 By Members. These bylaws may be altered, amended or repealed and new bylaws may be adopted only by the members, by the affirmative vote of three-fourths of the members present at a meeting called for such purpose at which a quorum is represented, except no provision of these bylaws requiring a greater vote shall be amended without the affirmative vote of the greater number. These bylaws may not be altered, amended or repealed and new bylaws adopted by the board of directors.

Section 10.02. Implied Amendments. Any action taken or authorized by the members or by the board of directors, which would be inconsistent with the bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of votes required to amend the bylaws so that the bylaws would be consistent with such action, shall be given the same effect as though the bylaws had been temporarily amended or suspended so far but only so far as is necessary to permit the specific action so taken or authorized.

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