

Miniature Aircraft Association Bylaws

November 2023

Approved by the MAA elected officers of 2023
and Board of Directors via email review
and concurrence as verified by the
President: Dick McGrew 11/5/2023

BYLAWS
OF
MINIATURE AIRCRAFT
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ARTICLE
I
Offices / Logo

1.1 Registered Office and Registered Agent. The registered office of the corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 Other Offices. The corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

1.3 Logo. The logo of the **Miniature Aircraft Association** shall be four (4) biplanes in in diamond formation as shown in appendix item 1.

ARTICLE
II
Members

The corporation shall have members. The Board of Directors shall determine all qualifications for Association membership and membership fees. Membership in the Academy of Model Aeronautics is a prerequisite for membership in the corporation. Each member shall be entitled to one vote on each matter submitted to a vote of the corporation's members as authorized in the Bylaws. Membership shall not be transferable.

ARTICLE III
Member Matters

3.1 Regular Meetings. Regular meetings shall be held at a time and place designated by the Association officers and published in the Association newsletter, by email or posted on the Association Website or other electronic media.

3.2 Special Meetings. Association officers may call special meetings with no less than three days prior notice of a special meeting. The purpose of the special meeting shall be stated in the notification. Special meetings shall be announced by phone call, email, or other electronic media. Special meetings may be called by the President or any two Association members thereof.

3.3 Simple Majority. Association issues requiring a vote shall be decided by a simple majority at an association meeting or by electronic voting.

3.3.1 A simple majority for electronic voting shall be over 50% of those choosing to vote within a one week window of time.

3.4 Formal Request of Action. Any member or probationary member of the Association may initiate a formal request for action by the Board of Directors by submitting a written proposal to the President. The proposal may be hard copy or electronic media. The proposal shall include a written description of the nature, type, and extent of the Board action recommended. The Association president shall forward copies of the proposal to other Association members of the Board of Directors for their consideration. Either the President, or any other Board member, may have the matter placed upon the working agenda of the next Association meeting.

3.5 Dues and Association Membership

3.5.1 The annual Association membership dues to be paid to the Association shall be determined by the Board of Directors with the approval of a simple majority vote. Dues are non-refundable, except under extraordinary circumstances, which will be determined by the Board of Directors on a case-by-case basis. Dues are to be paid no later than March 1. The membership year runs from March 1 to the last day of February.

3.5.2 No special assessment shall be levied upon the Association membership, unless it is approved by a vote of two-thirds (2/3) majority of the Association members present at the regular monthly meeting, and Association members have been given five (5) days prior notice along with an explanation of the assessment.

3.5.3 New members joining after August 31 will have two options for dues:

- 1) New Members may pay reduced to (1/2) one half the annual dues for the remainder of that membership year.
- 2) New Members may pay for a full year of dues for membership for the remainder of that membership year and through the following membership year.

3.5.3.1 A new member is defined as a person who was not a member at any time during the previous membership year.

3.5.4 A member shall be in arrears and shall not be considered active if his/her dues have not been paid as provided in Article 3, Section 3.5.1.

3.5.4.1 Members in arrears will pay full annual dues at the time of renewal unless they were not a club member the previous membership year.

3.5.4.2 Members in arrears do not have rights to fly at the field as a visitor; however, they may enter club events.

3.5.5 Types of Association membership shall be determined by the Association Board of Directors and approved by a vote of two-thirds (2/3) majority of the Association directors present at the meeting.

3.5.6 Association members may host visitors to the club. Visitors are welcome to fly at the club up to 3 times per year. A visitor is defined as an AMA member or student enrolled in the AMA intro pilot program who is either a prospective club member, or a person traveling to the Columbia Basin for vacation or work.

3.6 Membership Standing

3.6.1 All persons shall be eligible for Association membership, and shall agree to abide by the Association's bylaws, and those of the AMA.

3.6.2 The Association membership shall be divided into the following categories:

3.6.2.1 Full Member/Family Member: Is eighteen (18) years old or older and has full privileges and voting rights. Dues: Full member rate plus AMA Association for each flying member. Includes all flying Association members of the immediate family (spouse and children). They have full privileges and voting rights. Junior Association members must have AMA Association membership to vote. Children are included until their 19th birthday and from their 19th birthday until their 25th birthday, provided they remain continuously dependent upon their parents for their principal support.

3.6.2.2 Junior Member: Is younger than eighteen (18) years old, has full privileges and voting rights. Dues: Junior Member rate plus AMA Association membership. Junior must also have written parental consent to join the MAA and participate in flying.

3.6.2.3 Entitlements shall be the same as a Full Member and require AMA Association for participation. Entitlements granted for life include Charles A. Fick, Boyd E. Petty, and Rudy Higgins. No further entitlements will be granted without unanimous approval of the Board of Directors.

3.6.2.4 The MAA North American Member (NAM) membership shall consist of individuals associated with general model aviation and MAA activities. The MAA NAM membership shall not be restricted by age or require current AMA membership unless the individual participates as a pilot at a MAA event. The MAA NAM membership shall not include MAA flying or voting privileges, except when granted during MAA events by the MAA Contest Director or Event Director. The MAA NAM membership term is an annual beginning Jan 1 and terminated December 31. The annual fee for MAA NAM membership shall be established by the BOD prior to the annual term start date. A list of current MAA NAM shall be maintained by the BOD. MAA NAM shall receive complementary MAA newsletters via email, unless emails are declined.

3.6.3 Association members will be required to hold and maintain a license issued by the AMA. All first-time flying member applicants, as well as present flying Association members seeking Association membership renewal, must show proof of Association membership in the AMA.

3.6.4 Any member receiving a safety Grievance as stated in Article 3, Section 3.7, who is involved in non-flying violations, or who has key information of a non-flying violation and withholds it from the Board of Directors, may at the Board of Directors' discretion be placed on probation for one (1) year regardless of his or her tenure in the Association.

3.7 Grievance Procedure (Flight and Ground Safety Rules)

3.7.1 Purpose. The grievance procedure provides a mechanism to enforce existing safety rules by providing a progressive disciplinary system when needed. Although most complaints can be resolved informally, if a complaint is serious or cannot be resolved informally, the matter should be referred to the Safety Committee for its consideration by means of a Grievance Form to be filled out and turned into the Safety Committee Chairman. At least one witness is required to sign the Grievance Form.

3.7.2 Safety Committee. The Safety Committee shall use its judgment in carrying out action on the following:

3.7.2.1 A grievance form will be filled out and turned into the Safety Committee Chairman. At least one witness is required.

3.7.2.2 First Violation

3.7.2.2.1 Viewpoints of both complainants and accused will be considered.

3.7.2.2.2 Complainant's name will be disclosed.

3.7.2.2.3 The Safety Committee will give a verbal reprimand to the accused and this will be recorded in the Committee files.

3.7.2.3 Second Violation

3.7.2.3.1 Complainant's name will be disclosed.

3.7.2.3.2 The accused has the right to a written rebuttal, to be reviewed by the Committee.

3.7.2.3.3 If the Committee so decides, the flying privileges of the accused will be suspended for thirty (30) days. Written notice of this shall be issued and a copy published in the Association newsletter.

3.7.2.4 Third Violation

3.7.2.4.1 Committee will notify the accused in writing and the Association members via the Association newsletter that the Association will vote on the expulsion of the accused at the next meeting.

3.7.2.4.2 Said expulsion will last for one-year minimum. (Longer if deemed necessary by the Board of Directors.)

3.7.2.4.3 A member may be expelled from the Association only upon a two-thirds (2/3) majority vote of the Association membership present at the meeting.

3.7.2.4.4 Voting will be by secret ballot at a regular monthly meeting.

3.7.2.4.5 The expelled member may reapply for Association membership after the expiration of the expulsion time period.

3.7.2.4.5.1 The three actions will not be enforced unless they are accumulated within a two-year period of time.

3.7.2.4.5.2 Any member receiving a Grievance, who directs any retaliation action against the person filing said Grievance, will be subject to immediate expulsion from the Association. This is to include threats, intimidation, physical harm, intentional equipment damage, or any other action deemed to be retaliatory by the Board of Directors.

ARTICLE IV

Board of Directors and Officers

4.1 Board of Directors. The management of the affairs, property, and interests of Miniature Aircraft Association (MAA) shall be vested in the Board of Directors who shall have the authority to establish and administer its policies.

4.1.1 The Board of Directors shall consist of five elected Directors and the elected officers

4.1.2 A quorum shall consist of at least 50% of the current Board of Directors Association members. Official decisions shall be made by a two-thirds (2/3) majority of the quorum at a Board of Directors meeting. Official decisions may be made by electronic voting such as email and shall be made by a two-thirds (2/3) majority of the currently seated Board of Directors and Officers. Electronic voting conducted by the Board shall allow a minimum of 3 days for board members to vote or by unanimous approval by the board. Official decisions shall be consistent with the stated purposes and objectives of the MAA as set forth in its Bylaws and, where those Bylaws are not specified, vested in the sound discretion of the Board of Directors.

4.1.3 Club officers and Directors shall make every attempt to attend to club business in a timely fashion. Board of Directors members are expected to make every attempt to attend club events and all club meetings.

4.1.4 Club officers or Directors who do not attend Board of Director meetings for a period of 90 days will be considered to have vacated their offices and the President may appoint a replacement for the remainder of the membership year. The President may grant a 30 days waiver for special circumstances.

4.1.5 Club officers and Directors may resign their office before successful completion of their term provided the reason is given to the President in writing. The President may appoint a replacement for resigned directors or officers for the remainder of the membership year.

4.2 Officers. The required MAA officers are President, Vice President, Secretary, Treasurer, Safety Officer, Field Marshall and Editor of the Newsletter. One person may hold two or more offices simultaneously, excluding the President with the exception as noted in 4.2.1 below.

4.2.1 President. Shall preside at all Board of Directors and Association membership meetings, appoint all committees for the calendar year and be an ex officio member of all committees, fill vacancies resulting in officials leaving their office prematurely. If the President resigns, the Vice President shall take over the unexpired term. The President shall have the right to appoint a member to take the place of an officer or director who resigns or vacates their position. Such appointment will be until elections of that year. The president shall assume the official duties of any elected position(s), when the annual election fails to fill an officer position, until the vacancy can be filled by appointment or special election. To make fiscal or community commitments for MAA without Association membership vote only when circumstances prevent the consultation of Association membership of the Board. The President or his appointees will make a periodic audit of the Treasurer's books. The President will have discretionary spending for the benefit of the Association of up to \$500.00 without requiring Association approval.

4.2.2 Vice President. Shall perform all duties of the President in his absence, to serve as Program Chairman, arranging demonstrations, and oversee the preparation and administration of all club flying events.

4.2.3 Secretary. The Secretary shall record minutes of each Association meeting and Board of Directors, and keep an up to date copy of the by-laws and standing rules ready at all meetings. Handle all correspondence pertaining to Association activities. He/she will also be the Association's contact person with the AMA in case of questions, problems or situations. The Secretary shall prepare periodic status reports to the Park Board.

4.2.4 Treasurer. The Treasurer shall collect all moneys due and shall keep a record of moneys disbursed by the Association. Shall be chairman of the budget and finance committee; keep an accurate record of all moneys received; deposit funds in

MAA's bank account; pay all warrants properly signed; pay all AMA fees and insurance dues; pay no bills nor incur cost without proper authorization by the MAA president; and, present a financial report at each meeting to include the following: previous balance, itemized receipts, itemized disbursements, and ending balance on hand with two other appointed members. Audit the books at the end of the year and submit the books to the newly elected treasurer. The Treasurer of the Association is authorized to receive contributions or specially obtained funds from any individual or institution, to be applied to the operating expenses of the Association.

4.2.5 Field Marshal. The Field Marshal shall be responsible for establishing mowing crews and field maintenance crews. He/She is to ensure that the field is properly maintained and recommend improvement/changes. Such recommendations shall be approved by the Board of Directors prior to implementation.

4.2.6 Safety Committee Chairman/Safety Officer. The Safety Committee Chairman/Safety Officer shall be responsible for chairing the safety committee and ensuring existing MAA and AMA safety rules are enforced. This includes educating the membership of the safety rules, processing the grievance forms and following the existing grievance procedure documented in the by-laws. The Safety Committee shall consist of the five elected Directors and Safety Officer.

4.3 Action by Directors without a meeting. Any action required or permitted to be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting by electronic consent setting forth the action to be taken. A 2/3 majority of all officers and board members must be given. This vote may be conducted anonymously. If any two board members vote to veto the issue will be tabled for a meeting of the entire board to discuss the action.

ARTICLE V Terms of Office

5.1 Terms. All elected officers of the Association shall serve for one (1) year except the directors. Terms of service for elected or appointed officers or directors run from announcement of election results until the following year elections. Directors shall serve for five (5) years. One director will be elected each year. Officers and directors are to be elected by a vote of simple majority of those Association members present at the regular meeting in the month of November.

5.2 Nomination. Nomination of Association officers shall be made at the general Association membership meeting during the month of October. Nominations for each office may be made by any Association member holding voting rights, either in person or by submitting a proxy nomination to an existing officer. All known nominations for office will be published in the newsletter prior to the election at which time nominations are closed.

5.3 Voting. A secret ballot is required for elections; elections may be conducted electronically. A secret ballot of the attending membership is required for removal of an

Association officer, a member of the Board of Directors, and for expulsion of a member from the Association, unless waived by a simple majority vote of the Association members present at the meeting.

5.4 Director Replacement. If a director resigns or vacates their office, the president shall appoint a replacement to serve the remainder of the current year. That director position will be open for nominations in October and election in November for the remaining portion of that board position's 5-year term.

ARTICLE VI

RESIGNATION, TERMINATION, DISCIPLINARY ACTION, EXPULSION AND REINSTATEMENT

6.1 Resignation. Any member in good standing may resign his/her Association membership and/or elected or appointed position by giving written notice to a member of the Board of Directors.

6.2 Disciplinary Actions/Expulsion. This section provides for enforcement of the Safety Rules that are related to flying activities and assures civil behavior which is in the best interest of the corporation. Any unacceptable behavior by an individual member or Association members, as defined by the Board of Directors, becomes the responsibility of the Board of Directors as stated in Article 1, Duties, Section 1 of these Bylaws. Any individual may be expelled from Association membership from the Association by a two-thirds (2/3) majority vote of the Board of Directors if the Board determines such an individual willfully commits any act or omission which is a violation of any of the terms of MAA's Articles of Incorporation and Bylaws, or Rules of the AMA, or which is detrimental to the Association or the AMA.

6.3 Reinstatement. Any member who is expelled from Association membership may be reinstated to Association membership only by two-thirds (2/3) majority vote of the Board of Directors.

6.4 Disciplinary Action. The Board of Directors shall have the discretionary authority to provide for and to impose disciplinary action for such acts or omissions, which do not justify expulsion from Association membership.

ARTICAL VII

Depositories

The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

ARTICLE VIII

Notices

Except as may otherwise be required by law, any notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known

address in the records of the corporation, postage prepaid.

ARTICLE IX

Seal

The corporate seal of the corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

ARTICLE X

Indemnification of Officers, Directors, Employees, and Agents

The corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provision of this Article.

ARTICLE XI

Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XII

Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of voting members unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the members of such class.

Suggestions for amendments to the Bylaws may be made at any general meeting of the Association membership, provided the Association members shall have been notified in writing at least five (5) days in advance that the amendments are to be considered. Copies of the proposed amendments shall be provided to all Association members as part of the notification. Suggested amendments shall be approved by no less than two-thirds (2/3) majority vote of the Association members present, at the regular monthly meeting and thereafter submitted to the board for final approval.

ARTICLE XIII
Dissolution

13.1 The Corporation may be dissolved with the approval of a two-thirds (2/3) majority vote of the total Association membership.

13.2 Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, to the Academy of Model Aeronautics, Inc., or to such other organization or organizations organized and operated exclusively for charitable, educational, religious or 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 1986, as amended, or to such other such organization with purposes similar to the purpose of this Corporation, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court (or similar court) of the county in which the principal office of this Corporation is then located, exclusively for such purposes and to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

