

BY-LAWS
OF
GRASSFIELD RADIO CONTROL CLUB LLC.

ARTICLE I.

Corporate Name

The name of this corporation shall be GRASSFIELD RADIO CONTROL CLUB, LLC. (here in after referred to as the "Corporation")

B. LOCATION

The registered office of the Corporation shall be at 4935 Rosewood Lane North, Plymouth, Minnesota, 55442. The Corporation may also have other offices at such other locations as the Board of Directors may from time to time designate, or the business of the Corporation may require.

ARTICLE II.

Corporate Purpose

The purpose and intent of this Corporation shall be to further and promote the building and flying of radio controlled models as a hobby, sport and recreational activity and, insofar as possible, promote the national progress of the Academy of Model Aeronautics with a view to the continual advancement of modeling, and in particular radio controlled modeling, in all its phases in the United States and in the State of Minnesota, in particular; and do any and all acts and things and to exercise any and all other rights and powers which may be necessary, incidental, desirable or expedient in the accomplishment in any of the foregoing purposes.

ARTICLE III.

Organization

This Corporation is organized as a non-profit Corporation. The Corporation shall pay no dividends or other pecuniary remuneration, directly or indirectly, to its members as

such, nor shall any part of the net earnings of the Corporation inure to the benefit of any private members or individuals.

ARTICLE IV.

Membership

- A. The membership of this Corporation shall consist of regular members as defined and provided for in the By-Laws of this Corporation.
- B. **AMA membership required.** Any person may file with the Secretary of the Corporation for membership *in* the Corporation on such forms as may be prescribed by its Board of Directors and upon payment of such fees or dues as may from time to time be prescribed. The Board of Directors may require that an applicant furnish such additional information as may be reasonably required including, but not limited to, AMA number and other information deemed by the Board of Directors to be necessary or useful to the Corporation.
- C. **Dues:** A membership fee or annual dues shall be assessed for each calendar year in such amount as may be fixed by the Board of directors. Dues shall be paid at such time or within such time period as the Board of Directors may from time to time direct. Penalties for the late payment of fees or dues may be assessed in the discretion of the Board of Directors.
- D. **Suspension or Termination of Membership:** A member may be suspended or expelled, by resolution of the Board of Directors, for the following reasons:
- (a) Non-payment of dues, which may from time to time, be assessed in accordance with Article II, Section 2 of these By-Laws.
 - (b) Suspension or lapse of AMA membership
 - (c) Good cause, after a hearing at which he or she is given reasonable opportunity to be present and heard in his or her own defense; Good cause shall include, but not be limited to, willful or repeated violations of the Corporation's rules and regulations.
- E. **Active Members:** Any persons complying with the requirements for membership shall be deemed an active member and a member in good standing. Any active member

shall cease being such upon his or her resignation or suspension or expulsion by the Board of Directors. Only the active members shall be entitled to vote at meetings of the membership.

F. Quorum: At all duly convened meetings of the membership, as called by written or emailed notice of the board, shall consist of those present at the meeting and deemed sufficient to constitute a quorum for the transaction of business and the action of the majority of the members present constituting such quorum shall be the act of the members of the Corporation.

D. Voting Rights: Every member in good standing shall be entitled to one vote in person.

ARTICLE V.

Meetings

A. Meetings: Meetings of the membership of the Corporation shall be held in the month of February each year for the purpose of electing a Board of Directors, and taking such other action or transacting such other business as may properly come before membership. At the annual meeting a report of the past year's activities and projects for the future shall be made by the Board and by such others as the Board may invite to report. A financial report shall be made by the Treasurer, together with a proposed budget for the coming year. Regular monthly meetings of the membership shall be held on such dates, as the Board of directors shall specify. The Board of Directors may suspend monthly meetings for the months of May, June, July August and September of each year, and for any of such months.

B. Place of Meetings; Notice. Annual, monthly or special meetings shall be held on such date and at such time and place as the Board of Directors may from time to time designate in writing or email to the members. The Board of Directors, by any officer appointed by it, shall give written notice to the membership setting forth the date, time and place of any annual, regular or special meeting. At least five days written or email notice shall be given prior to any meeting of the membership. Notice shall be deemed complete and given when the same is properly executed. All active members of record shall be entitled to notice of member meetings.

MISCELLANEOUS PROVISIONS:

- A. ROBERT'S RULES: Meetings shall be held using Robert's Rules of Order.
- B. FISCAL YEAR: Shall be February 1-January 31.
- C. CLUB LOGO: May be changed as deemed by the Board's discretion.
- D. STANDING RULES: Rules of the Club shall be posted on the website and at the notice board on the field and adhered to by club members.
- E. DISSOLUTION OF CLUB: The duration of the club shall be perpetual. The club may be dissolved with the approval of two-thirds vote of the membership.

Article VI.

Board of Directors

- A. Board of Directors: Tenure. The management of the affairs of this Corporation shall be vested in its Board of Directors which shall consist of not less than four (4), consisting of *President, Vice President, Secretary, Treasurer* or more than (10) persons, including *Safety officer, Field Marshall, Social Media/Web Editor*, as may be determined from time to time by the Board of Directors, or as may be otherwise determined with in accordance with applicable statute. Board Directors may be elected at the annual meeting of members. Directors may be elected by ballot or voice vote, as shall be specified by the President or presiding officer or the members meeting. Directors elected shall hold office until the next successors are elected and qualified.
- B. Removal of Directors: Directors may be removed by a majority vote of the membership,
with or without cause, at any regular or special meeting called for such purpose.
- C. Remuneration: All Directors shall serve without remuneration.

- D. Annual Meeting: The annual meeting of the Board of Directors shall be held prior to the annual meeting of the membership.
- E. Regular Meetings: Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors. Special Meetings shall be called by any board member as needed.
- F. Quorum: At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, the majority of Directors present may adjourn the meeting from time to time until a quorum is to be had. The Director present at a duly called or held meeting at which a quorum is present may continue to transact business until the adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.
- G. Vacancies: Except with respect to the initial election of a Director to fill a newly created Directorship resulting from an increase in the number of Directors by action of the Board of Directors, in the manner as permitted by statute, if the office of any Director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the remaining Directors then in office, although less than a quorum by a majority vote, may choose a successor who shall hold office for a the unexpired term in respect to which such vacancy occurred.
- H. Other Powers: In addition to the powers and authorities conferred by these By-Laws, the Board of Directors shall have the power to do all acts necessary and expedient to the conduct of the business of this corporation and all acts that are conferred upon the members by these By-Laws, or by the Articles of Incorporation and all amendments there to or by statute.

ARTICLE VII.

Officers

The management of this Corporation shall be vested in a Board of Directors who shall be elected at the annual meeting of the members; provided, however, that vacancies on the Board of Directors may be filled by the remaining directors, and each person so elected shall be a director until his successor is elected at an annual meeting of the members or at a special meeting duly called therefor.

- A. Election of Officers: Membership, at each annual meeting of the Corporation shall elect from among the active membership a President, one or more Vice-Presidents as they determine, a Secretary and a Treasurer. All officers shall be elected from active members. In addition, the membership may elect such other officers as it may determine necessary, including assistant Secretaries and assistant Treasurers, Safety Officer(s), Field Marshall(s), Social Media/Web Editor(s), Board Member(s) at Large. Any two offices, except those of President and Vice-President, may be held by the same person. The Board of Directors may fill any vacancy resulting from resignation, death, disability or removal of an officer.
- B. Terms of Office; Removal. Any officer elected by the membership may be removed by the affirmative vote of the majority of the membership or by the affirmative vote of two-thirds (2/3) of the whole Board of Directors, with or without cause.
- C. Remuneration: All officers shall serve without remuneration but may be reimbursed by resolution of the Board of Directors for authorized expenses on behalf of the Corporation.
- D. President: The President shall be the chief executive officer of the corporation, and shall have general direction of the affairs of the corporation. He/She shall preside at all meetings of the voting members and of the Board of Directors. He/She shall direct general active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried onto effect. He/She shall execute all contracts, mortgages, and other instruments of the corporation, and may appoint and discharge agents and employees. He/She shall be ex officio a member of any executive committee which shall be constituted hereunder, and all other standing committees, and shall perform all

such other duties as are incident to this office, or are properly required of him/her by the Board of Directors.

- E. Vice Presidents: The Vice President in the order designated by the Board of Directors shall perform the duties and exercise the powers of the President in his absence or incapacity. The Vice Presidents shall perform such other duties as the Board of Directors shall from time to time prescribe.
- F. Secretary and Assistant Secretaries: The Secretary shall attend all meetings of the Board of Directors and all meetings of the voting members, and record all votes and minutes of all proceedings and shall perform like duties for standing committees when required. He/She shall give or cause to be given notice of all meetings of the voting members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he shall be. Minutes and vote records may be electronically recorded and archived. The Assistant Secretaries, in order designated by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of Secretary, and shall perform such other duties as the Board of Directors shall prescribe.
- G. Treasurer and Assistant Treasurers: The Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and reimburse the Board of Directors from time to time, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors whenever they may require the same, an account of all transactions as Treasurer and of the same, an account of all transactions as Treasurer and of the financial condition of the corporation and shall give the corporation if required by the Board of directors, in such sum as the Board of directors may by resolution determine, and with one (1) or more sureties satisfactory to the Board of directors for the faithful performance of the duties of the office, and for the restoration to the corporation in case of his death, resignation, retirement or removal from office of all books, vouchers, papers, money and other property of whatsoever kind in his possession or under his control belonging to the corporation. Assistant Treasurers, in the order designated by the Board of Directors, shall, in the absence or disability of the Treasurer, perform duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE VIII.

MISCELLANEOUS

- A. Inspection of Books: The members shall be permitted to inspect the books of the corporation at the annual meeting or at such other times as may be permitted by law.
- B. Corporate Seal: There shall be no corporate seal.
- C. Checks. Documents and Gifts: All checks or demands for money and notes of the corporation and all other instruments, documents or deeds of every kind, and nature and description required to be executed in the name and in the behalf of the corporation shall be signed by the Board of Directors and may from time to time by resolution designate and determine The Board of Directors may accept, on the behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the general purpose or for any special purpose of the foregoing, real and personal property that is given, conveyed, bequeathed, devised or otherwise vested in the corporation in trust for a purpose consistent with the purposes set forth in the Articles of Incorporation.
- D. Indemnification of Directors and Officers: Any person (including any present or future Director or officer, or heirs or legal representatives of such Director or officer) made, or threatened to be made, a party to any action, suit or other proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, his testator or intestate, is or was a Director or officer of the corporation or serves or served any other corporation in any capacity at the request of this corporation, shall be indemnified by the corporation, and the corporation may advance his related expenses, in the manner and to the full extent as provided by the laws of the State of Minnesota in such case made and provided and as otherwise permitted by law.
- E. Amendments to By-Laws: These By-Laws may be amended or altered by the vote of a majority of the active members at any meeting, provided that notice of such proposed amendment shall have been given in the note given to the members of such meeting.

ARTICLE IX.

Rules and Regulations

The corporation shall adopt such rules, regulations and policies for the conduct of its business, the conduct of the members at meetings, contests, of flying sites as the membership or Board of Directors shall from time to time determine. All such rules and regulations shall be subject to amendments or recession of the membership. All rules and regulations shall be published.

ARTICLE X.

No member, director or officer of this Corporation shall have any personal liability for any obligation or liability of the Corporation.

ARTICLE XI.

The Corporation shall have no capital stock.

ARTICLE XII.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, subject to, and in the manner now or hereafter prescribed by statute, and all rights conferred on members herein are granted subject to this reservation. Any amendment of these Articles of Incorporation may be adopted by the affirmative vote of a majority of the members entitled to vote under the Articles of Incorporation and By-Laws of the Corporation; or by a two-thirds vote of the Board of Directors if so authorized by a majority vote of the members and made available to the members upon request. Rules and regulations of the Corporation shall be provided to active members annually prior to April 15th of each calendar year.

ARTICLE XIII.

Insurance

The corporation may purchase and maintain insurance in connection with any of its operation, as well as insurance on behalf of any officer or director, against any liability which may be asserted by law. The Board of Directors shall authorize purchase of such insurance and the payment of premiums therefor.

ARTICLE XIV.

GRIEVANCE PROCEDURE (FLIGHT AND SAFETY RULES)

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 in to the Safety Committee Chairman. At least one witness is required to sign the Grievance Form. The Safety officer/Committee shall use its judgment in carrying out action on the following:

- a. A grievance form will be filled out and turned in to the Safety Officer/Committee Chairman. At least one witness is required.
- b. FIRST VIOLATION: Viewpoints of both complainants and accused will be considered. Complainant's name will be disclosed. A verbal reprimand will be given to the accused by the Safety Officer/Committee, and this will be recorded in the Club records.
- c. SECOND VIOLATION: Complainant's name will be disclosed. The accused has the right to a written rebuttal, to be reviewed by the Club Safety Officer/Committee. 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 electronically.
- d. THIRD VIOLATION: Safety Officer/Committee will notify the accused in writing and the Club members email that the Club will vote on the expulsion of the accused at the next meeting. Said expulsion will last for a

one-year minimum. A member may be expelled from the Club only upon a two-thirds (2/3) majority vote of the membership present at the meeting. Voting will be by *secret ballot* at a regular monthly meeting. The expelled member may reapply for membership after the expiration of the expulsion time period.

e. The three actions will not be enforced unless they are accumulated within a two (2) year period of time.

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

Adoption

IN WITNESS WHEREOF, these By-Laws were adopted by a majority of the membership of Grassfield Radio Control Club, LLC. Present at a membership meeting, a quorum was present on the _____7th_____ day of __February__, 2025.

Marc Salzl,

Club Secretary