

Revision date 9/9/2024 Approved 11/2/2023	Revision Date 01/04/2025 Approved Date 02/7/2025	Revision Date 08/22/2025 Approved Date
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BYLAWS OF NAMPA MODEL AVIATORS, INC.

Latest Revision Date: 08/22/2025

Article 1 Name and Charter

1. The corporation name, as set forth in the Articles of Incorporation, is the “Nampa Model Aviators, Inc.”. The corporation is a model aviation corporation in the form of a hobby club, and is hereinafter referred to as the “Corporation”, (also “club”).

2. The charter of Nampa Model Aviators is to provide a common meeting ground for persons with a mutual interest in model aviation and to provide flying facilities; flying instruction and safety guidance for members; to provide a forum for the exchange of building and flying skills and techniques; and to promote the hobby of aeromodeling to the public and to encourage youth participation.

Article 2 Safety

1. All Academy of Model Aeronautics (hereinafter ‘AMA’) Safety Rules shall be observed by all members, guests, visitors, and event participants while at the flying field.

2. The Corporation shall adopt and oversee rules and guidelines which will facilitate safe and conscientious operations at the Corporation’s flying site (hereinafter called “Field Rules”). This document will be posted at the Corporation's flying site and on the club website, and shall be provided to each new member upon inscription.

Article 3 Registered Agent and Term of Existence

1. The name and address of the registered agent is declared in the Articles of Incorporation, but this appointment may be reassigned by resolution of the Board of Directors and by the issuance of the filing required by:

Idaho Code Sec. 30—1 —13. The registered agent shall be an active and current general member of the Corporation.

2. The term of existence of the Corporation shall be in perpetuity, as stated in the Articles of Incorporation. In the event of irreconcilable issues that may lead to the dissolution of the Corporation, all properties, funds, and other assets shall be liquidated and any outstanding financial obligations redounding to the Corporation shall be resolved. Any remaining liquidated value will be donated to the AMA Youth Program as a charitable contribution.

Article 4 Conditions of Membership

1. Membership in this Corporation shall be open to all. There are two categories of members:
 - a. A General Member owns a voting share of the Corporation and is eligible to vote on club measures.
 - b. A Family Member is a spouse/significant other; or minor child related by blood or affinity under the age of 19 years old, of a sponsoring General Member. Dues are not required for Family membership, provided the sponsoring General Member is current. A Family Member does not own a voting share of the Corporation and therefore is not eligible to vote on club measures. The sponsoring General Member is responsible for a family member following all club rules. Family Members must maintain current AMA membership.

NOTE: A Family Member is one of the following:

The term "immediate family member" means, with respect to a person— (A) the husband or wife of the person; (B) the natural or adoptive parent, child, or sibling of the person; (C) the stepparent, stepchild, stepbrother, or stepsister of the person; (D) the father-, mother-, daughter-, son-, brother-, or sister-in-law of the person; (E) the grandparent or grandchild of the person; (F) the spouse of a grandparent or grandchild of the person; and (G) Any individual related by blood or affinity whose close association with the General Member is the equivalent of a family relationship.

* Reference Cornell University:

<https://www.law.cornell.edu/definitions/uscode.php?width=840&height>

2. There are four types of membership applications:

a. New Member application

A completed application includes the following:

Membership Application Form

Remittance for voting share of Corporation

Dues are not owed for the year of application (see Article 5, sec 2)

b. General Member Renewal

A completed application includes the following:

Dues for full year for the year of application

c. Family Member Renewal

A completed application includes the following:

Dues are waived for Family members (see Article 4, sec 1b)

d. Reinstatement of inactive member

A completed application includes the following:

Membership Application Form

Dues for full year for the year of reinstatement

Prior voting share in Corporation is reactivated (see Article 6, sec 3)

3. New member application includes the lifetime purchase of one share of voting common stock at current stock value as determined by the Board.

4. New membership is a privilege granted to the applicant by the Corporation and is subject to revocation within the first 90 days of provisional membership, in the circumstance that there should be just cause for revocation as determined by the Board. In the case where provisional membership is revoked, all money collected for an application shall be refunded to the applicant and the applicant will no longer own a share of the Corporation. The expelled member will no longer be eligible to apply for membership to the Corporation in the future.

5. All members are required to be courteous and respectful of other members,

guests, and visitors, in order to sustain a congenial and civil atmosphere. The field rules, club bylaws, and AMA safety guidelines shall be observed by all members at all times. All members who wish to enjoy flying privileges at the club field must have and maintain current membership status in the AMA.

6. Any member found to be in violation of the Corporation field rules, by-laws, AMA safety rules, or who has committed any action which is observably detrimental to the club, may be subject to disciplinary action. Aggrieved members may submit a written, signed grievance to the Board of Directors, for those cases where the issue must be escalated to the level of remediation by the Board. The Board of Directors shall conduct a special meeting to review the matter, and the involved parties shall be invited to attend the review. This review shall be conducted in a confidential manner and is not open to the general membership. The Board of Directors will determine the corrective action and will submit a summary of this corrective action in writing to the offender.

In the case of a serious offense, as determined by a majority vote of the Board of Directors, or in the case of refusal to comply with a corrective action, a recommendation of expulsion from the Corporation will be presented to the current membership at a regular or special meeting (rf. Article 7). The offending individuals may be expelled by approval of a two-thirds majority vote by secret ballot of the members who are present at the meeting. No offender will be granted a vote of the membership after the second such offense and subsequent resolution. In extreme cases, where the offense is indisputably grave and intolerable, the Board of Directors shall, by unanimous vote, expel the offending member without delay and without any further proceedings. Expelled members will not be issued a refund of their voting stock, and will not be eligible to reapply for membership to the Corporation in the future.

Article 5 Dues

1. The amount of dues shall be as recommended by the Board of Directors and affirmed by a majority of the voting members at any regular meeting.

2. The dues shall be paid by January 1st of each year and are payable at any time in advance of the new year. The Board of Directors may choose to offer a discount if the dues are remitted prior to January 1st. The period for dues shall run from January 1st through December 31st of each year. No dues are owed during the year a new member purchases their share in the Corporation.

3. Any member who is delinquent in paying dues for more than 30 days shall be inactivated and made ineligible to fly at the field until the dues are paid in full, at which time the membership will convert back to active status with full privileges.

4. All dues collected shall be allocated to the Corporation as received assets and are not refundable.

5. Honorary Members — General members who have contributed service above and beyond the expected level of devotion may be awarded the status of Honorary Member. Honorary members would owe no dues for the period of one calendar year, as a token of appreciation for services rendered. Honorary membership shall initiate on January 1st of the upcoming calendar year.

Article 6 Voting Common Stock

1. Each General Member will be required to purchase one share of voting common stock. The price of one share of voting stock shall be as recommended by the Board of Directors and affirmed by a majority of the voting membership at any regular meeting.

2. A General Member cannot own more than one share of voting common stock. Shares of voting common stock are non-transferable and the purchase price is non-refundable (except as provided by Article 4, sec 4).

3. Upon expiration of membership, for whatever reason, the former member's share of voting common stock will be held dormant by the Corporation Secretary. Upon reinstatement of an eligible former member, his or her original share of voting common stock will be reactivated.

Article 7 Meetings

1. Annual — The annual meeting of the Corporation shall be held in the month of January of each year. The newly elected and re-elected club officers are automatically installed and will conduct this meeting as the Board of Directors for the new year. The previous year's budget will be reviewed and a proposed operating budget for the new year will be shared at the meeting.

2. Regular - There shall be regular monthly meetings (also called "club meetings") of the membership at a time and place as determined by the Board of Directors. Regular meetings may be waived as determined by the Board of Directors providing not more than three consecutive months pass without holding a regular meeting.

3. Special - A special meeting of the membership shall be called by the Board of Directors, or at any time 30 percent or more of the current voting members request such a meeting by referendum ballot. Special meetings are allowed for urgent situations where time is a factor.

4. Board — The Board of Directors shall meet as a Board at any time, as deemed necessary by the presiding officer.

5. Quorum — 10 percent of the current voting members in the Corporation shall constitute a quorum at any meeting of the membership. Voting results will be determined by a majority of the voting members in attendance unless otherwise specified herein. A majority of the Board of Directors constitutes a quorum for the transaction of business.

6. Notification — General Members shall receive notice of annual and regular meetings through email. Notice of a special meeting will be emailed to all General Members no less than 7 days prior to the appointed time.

Article 8 Fiscal Year

1. The fiscal year of this Corporation shall begin on the 1st day of August and end on the 31st day of July of each year.

Article 9 Election of Officers

1. Election of Corporation officials shall be conducted annually in October at a regular Corporation meeting, by secret ballot and by majority vote of the membership in attendance. The term of service for all club officers and directors shall run from January 1 through December 31st each year.

2. The Board of Directors shall present to the membership those officers who are disposed to run for reelection to office at the September regular meeting. Open nominations for officer positions may be submitted by the general membership at the September meeting. In order to be considered an eligible candidate on the voting ballot, a candidate must have been a general member in good standing for a period of a full year prior to the beginning of the term of service. Voting will be limited to those in attendance at the October meeting.

Article 10 Powers and Officials of the Corporation

1. Except as otherwise provided by law, the powers of this Corporation shall be exercised with regard to its finances, business affairs and property, by means of a Board of Directors consisting of the following officials elected by the general members as shareholders of voting common stock in the Corporation:

- President
- Vice-President
- Secretary
- Treasurer
- Safety Officer
- Board Members at Large (two)

2. Vacancies in the position of board officials may be filled by deliberation of the Board of Directors, and the replacement candidate will be determined by a majority vote of the remaining Board of Directors. The new officer so selected shall hold office until the next general election.

3. The Board of Directors may designate eligible members to perform as Flight Instructors, the qualifications of which will include Introductory Pilot Instructor status with the AMA. Other special roles may be assigned as deemed necessary by the Board, such as Field Maintenance manager, in order to carry out special

tasks for the successful operation of the club. The scope and duration of these roles will be determined by a majority vote of the Board of Directors.

4. There are no term limits to the various board positions. Any elected official may be removed by the membership whenever, in their judgment, the best interests of the Corporation will be served by so doing. This shall be done at a special meeting (see Article 7, sec 3) by a majority vote of the eligible members present at the meeting.

Article 11 Duties

1. President — The president shall be the Chief Operations Officer of the Corporation. In this capacity, the president shall be responsible for general supervision of club affairs and shall represent the club in all matters dealing with the public at large. The president shall be subject to the control of the Board, shall preside at all meetings of the membership and shall carry out the policies established by the Board of Directors.

2. Vice—President — The Vice-President shall perform and discharge the duties of the President in case of his/her absence or inability to act. He/she shall also perform such other duties as the Board of Directors shall prescribe.

3. Secretary — The Secretary shall give notice of all club meetings or cause same to be done, where notice may be required. He/she shall keep a record of the proceedings of all such meetings, conduct Corporation correspondence, including updating annual club information to the Idaho Secretary of State, perform the duties incidental to the office of Secretary and perform such other duties as the Board of Directors shall prescribe. He/she shall also maintain a record of Corporation membership, member applications, and monitor AMA membership status of club members.

4. Treasurer — The Treasurer shall be the principal financial officer of the Corporation and shall render an accurate account of the financial condition of the Corporation at the annual meeting of the membership. He/she shall collect all dues, assessments and amounts owing to the Corporation and deposit same to a bank account in the Corporation's name. He/she shall discharge all financial obligations and expenditures of the Corporation as approved by the Board of Directors, to include filing of taxes to the IRS each fiscal year.

5. Safety Officer - the Safety Officer shall ensure that members are aware of the Field Rules, bylaws, and AMA safety rules. The Safety Officer will assist with new member orientation with regards to club rules and safe operations. Enforcement of the club rules shall not be solely entrusted to the Safety Officer, but should be a community effort on the part of the club membership.

6. **Board Members At Large** – the two Board Members At Large shall participate in board meetings and support all Corporation rules, activities, needs of members and other related duties. The emeritus club president from the previous year traditionally occupies one of the two Board Member At Large positions.

Article 12 Committees

1. The Board of Directors, by resolution, may create such special or standing committees, as they deem advisable. The scope and mission of these committees will be determined by the Board of Directors.

Article 13 Checks and Funds

1. Checks and bank cards — All checks issued in the name of the Corporation shall be signed by a qualified officer of the Corporation. Debit cards may be issued and or revoked to club members by majority vote of the Board, for transactions that service the needs of the Corporation.

2. Funds — All funds and properties shall stand in the name of the Corporation. The funds of the Corporation shall be disbursed only as authorized by the Board of Directors. Club members may, by prior approval of the Board, spend monies on club needs and receive remuneration from the club treasury as the occasion may manifest, but any expenses that do not have the prior approval of the Board may be considered an in kind donation to the club.

3. Deposits — All monies belonging to the Corporation shall be deposited to the club bank account in a timely manner for tracking and security purposes.

Article 14 Rules and Regulations

1. The Board of Directors shall have the power to establish such rules and

regulations, in conformity with the laws of the State of Idaho, the Articles of Incorporation, the AMA safety guidelines and these bylaws, as they may deem necessary for the safe and orderly conduct of the following activities:

- a. Flying Field Operations
- b. Pilot and Instructors Qualifications and Training
- c. Aircraft Competition, Demonstrations, Shows and Contests
- d. Any other activity for the purpose of carrying out the objectives of the Corporation
- D. Board of Directors Standard Operating Rules

Before rules and regulations established by the board of directors are enacted, a vote to approve the documents must be held by the General Membership. The vote can be at any annual or regular meeting of the General Membership by a majority vote of all General Members of the Corporation, or by a 2/3 vote of the General Members present and voting at the meeting, whichever is lesser; providing that the proposed amendment or repeal has been disseminated to the general membership with ample time for review and input prior to finalization.

Article 15 Amendments and Revisions to the Bylaws

The Board of Directors shall have the power to propose any changes to the Bylaws. Before the proposed changes by the board of directors are enacted, a vote to approve the Bylaws document must be held by the General Membership. The vote can be at any annual or regular meeting of the General Membership by a majority vote of all General Members of the Corporation, or by a 2/3 vote of the General Members present and voting at the meeting, whichever is lesser; providing that the proposed amendment or repeal has been disseminated to the general membership with ample time for review and input prior to finalization.

Article 16 Guests and Visitors

1. Guests are individuals from outside the local Treasure Valley area that have been personally invited to fly at the club field by a General Member in good standing. Guests must have current AMA membership, and must operate under the supervision of the host club member, to ensure safe practices as required by the club.

2. A visiting non-member who is interested in applying for Corporate membership may fly their own aircraft or a furnished aircraft at the field, provided they have a current AMA membership, and an available General Member agrees to supervise the flight operations. Before the initial flight can take place the supervising club member must perform a cursory inspection of the aircraft to ensure safety. The supervising club member must accompany the visitor while flying, to provide any assistance as needed. Visitors may only fly as a non member for three occasions, after which he/she will be required to join the Corporation. Visitors who do not have a current AMA membership must fly under the supervision of a club AMA Introductory Pilot Instructor.

3. Club events that are open to participating non-member pilots require only current AMA membership and a commitment from the participant to fly in a safe and conscientious manner, as enforced by the event coordinator.