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CLUB BY-LAWS

Article 1. Name and Purpose

1. The name of the organization shall be Palm Beach Radio Control Association (PBRCA) as provided in the Articles of Incorporation and shall hereafter be referred to and designated “Club”.
2. The Club is a non-profit organization (corporation) organized under the Florida Non-Profit Corporation Regulations. The Club shall be recognized by Federal Regulation as being a Tax Exempt Organization.
3. Purpose: Subject to the limitations set forth in the Articles of Incorporation, the primary objective of the Club is to foster educational and technical advancement in model aeronautics, to give recognition to aircraft modeling leadership, and to provide guidance and direction in model aeronautics by those individuals, who through their accomplishments in the model field, have demonstrated their qualifications.

More specific purposes are listed below, but shall not be considered all inclusive.

- A. To encourage, through recognition, leadership in all phases of model building and activities.
- B. To keep modelers informed through publication of news bulletins.
- C. To solicit interested organizations and individuals for support of education and development needs related to model aeronautics, etc.
- D. To establish and maintain official records and contests in accordance with the Academy of Model Aeronautics (AMA).
- E. To have as its Mission: “Of, by, and for Model Builders of All Ages”.

Article 2. Membership

1. Any individual who indicates an interest in building or flying model aircraft shall be eligible for membership. The membership category shall be as defined by the AMA. Two additional membership categories..... Honorary Member and Associate (non-flying) Member exist.

Honorary Members shall include those individuals who are given special recognition of contribution to modeling or the Club. Honorary Membership benefits shall include free bulletins and membership card for a term as recommended by the Board of Directors and voted by the membership.

Associate (non-flying) Members are not required to hold an AMA membership and may not serve as board members.

2. Applicants for new membership shall submit a written application to the Club Secretary in a form as required by the Board of Directors (BOD). Each applicant for membership shall be a licensed member of the Academy of Model Aeronautics (AMA) or shall provide written proof to have properly applied to that organization for membership. New members shall have a status of probationary member for a period of 6 months and the probationary member can have his or her membership terminated by the BOD for any reason.

3. The Board of Directors (BOD) shall determine the eligibility and class of the new member. Upon acceptance for membership, each individual shall agree to accept and abide by the Articles of Incorporation (if any), By-Laws and Club Safety Rules and agree to pay currently established dues and initiation fees.

New member (flying) applicants must fulfill the following requirements prior to approval:

A. (Deleted)

B. Demonstrate safe and competent pilot proficiency to a qualified pilot member, or be designated a novice pilot. Novice pilots will require an instructor until they pass a flying test defined by the Chief Training Officer..

C. Follow all flight safety and flying field rules.

4. upon payment of applicable dues the applicant shall become a member for a period ending in the month of their AMA card expiration. and be entitled to full access to the flying field.

5. All members are subject to a mandatory flight refresher with a club instructor if unsafe flying is displayed.

6. All Club memberships shall expire on the date of expiration of their AMA card. Membership can be renewed upon payment of the annual dues and meeting the membership requirements. The Secretary, upon payment of dues and proof of AMA membership, shall issue a Club membership card each year to each renewing member. A 2yr. membership is available to those who obtain a 2yr. AMA membership. Dues for this membership are double the single year dues.

7. Associate (non-flying) members will pay the same dues as flying members. Dues will be payable on January 1 of each year.

Article 3. Termination and Reinstatement of Membership

1. Any member in good standing may terminate his or her membership by giving notice in writing to any of the BOD.

2. There is no refund of membership fees or initiation fees if a member is voluntarily or involuntarily terminated or suspended.

3. Involuntary termination of any membership may be voted on by the BOD when a member fails to comply with Club regulations and/or safety rules relating to the use of the flying site and/or the operation of model aircraft and equipment or when a member has failed to pay assessment obligations when such delinquency exists for more than 90 days.

4. Involuntary termination or suspension of any member for charges of violation of regulations or safety rules must be submitted to the Board of Directors in writing and endorsed by any 2 members in good standing. Alternately, any member of the Board of Directors may bring such a charge to the Board of Directors. A member under consideration for involuntary termination or suspension shall be given at least 10 days written notice and shall be allowed to notify the BOD in writing or at a Board of Directors meeting to show cause why his or her membership should not be terminated or suspended. If the BOD casts a majority vote to terminate or suspend a member, the member Will not be permitted to fly at the field.

5. Conditions for reinstatement after membership termination or suspension for violation of safety rules and/or regulations: Upon termination or suspension, the former member may apply for membership as of January 1 of the following year or at the end of the term of suspension.. If the ex-member's application is accepted by the BOD by a majority vote, the applicant will serve a probationary period of one month from the time of the vote. During the probationary period, the applicant's status will be as a non-member AMA member. The applicant will be issued a new membership card upon successful completion of the probationary period.

6. Conditions for reinstatement after membership termination or suspension for delinquency of financial obligations: Upon termination , or suspension the former member may reapply for membership at any time after paying all outstanding financial obligations. Upon acceptance of the applicant by the BOD, the former member may be reinstated to their status before termination or suspension.

Article 4. Dues and Assessments

By majority vote, the BOD shall recommend dues for all types of membership. Annual dues for the year shall be payable on the anniversary of the expiration of the AMA membership. The BOD will recommend the membership dues amount and the membership will vote on its acceptance.

Article 5. Books and Records

The Club shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and committees including the Board meetings. A record of the names and addresses of its members shall be kept by the Club Secretary and be made available to all Club members in good standing.

Article 6. Meetings

1. The BOD will hold an annual meeting once a year. This meeting shall be scheduled by the President after elections and the new BOD is in place. It is recommended that the BOD also conduct monthly BOD meetings independent of the monthly general membership meetings. The order of business for each BOD meeting shall be determined by the President who shall be the chairman for the meetings. Any member in good standing may attend any BOD meeting, annual or monthly and be heard, in an orderly manner in accordance with Robert's Rules of Order as prescribed by the BOD.

2. An annual membership meeting shall be held once a year as planned by the BOD. This meeting should be scheduled in December or January. It is recommended that the Club conduct monthly general membership meetings.

3. Special general membership or BOD meetings may be called at the discretion of the President.

1. At all meetings, BOD or General Membership, agenda and minutes shall follow Robert's Rules.
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Article 7. Voting

1. At any general membership meeting, each active member shall have one vote and such member's vote may be cast in person. A proxy vote will be permitted by any member not present at the voting meeting. See appendix A for examples of the form to cast a proxy vote. A quorum of the membership shall consist of a minimum of 20 active members present, in person or by proxy, at the meeting.

2. A 2/3 majority of the members attending (or by proxy) shall be required to carry a vote relating to dues, fees, assessments or By-Laws changes. The proposed changes and the meeting date for discussion and vote of these items shall be sent by email 30 days in advance preceding

the discussion and vote. Only full dues paying members and honorary members may vote on these issues.

3. Any Club business other than that relating to dues, fees, assessments or By-Laws changes shall require a simple majority of the members attending (or by proxy) to carry a vote and shall not require prior notification. All active members are eligible to vote on these issues.

4. Show of hands voting shall be sufficient for all voting issues except the election of BOD members or special voting issues for which paper ballots shall be provided and may be mailed in. Once a vote has been voted upon it cannot be brought before the membership for a period one year except for issues related to safety.

5. Expenditures covering normal operation expenses not to exceed \$500.00 may be made by the BOD without an authorization vote by the membership. All payments, other than budgeted items in excess of \$500.00 and purchases of Capital Equipment in any amount, will require the approval of the general membership.

Article 8. Nominations and Elections

1. Directors shall be nominated during the January membership meeting. The nominating committee shall operate annually and shall be responsible for nominating the candidates for each vacant position at the end of the BOD term. A nomination committee chairman shall be assigned by the President. The nomination committee shall consist of 3 club members. President will appoint the nomination committee in December. Nominations may also be submitted by members at a meeting, or in writing to the Board of Directors.

2. All Club Director positions shall be elected by a majority vote cast by a paper ballot vote at the **February** general membership meeting. Notice of the election shall be provided at least fifteen (15) days prior to such election in the website plus e-mail system. Only full dues paying members and honorary members may be eligible to vote on elections and submit nominations for elective directors.

3. The three or four nominees receiving the most votes will be elected to the club Board of Directors. Three directors will be chosen in February of even numbered years and four in February of odd number years (see 11.4). The Board of Directors will elect the Officers of the club

4. All nominations for directors will be closed at the end of the **January** meeting. It is recommended to publish a call for nominations at the **December** general membership meeting and Club newsletter.

Article 9. Officers

1. The officers of the Club shall be President, Vice President, Secretary, Treasurer, Chief Safety Officer, Chief Instructor and Director at large. The term of office shall be two years starting from the date of election.

2. In the event of death, incapacity, inactivity, or resignation of any Club officer or BOD member, the BOD, by majority vote, may replace that vacant position for the remainder of the term.

Article 10. Duties of Officers

1. President. The President shall preside at all meetings, and shall be a member of all regular and special committees. The President will make final and binding decisions relative to disputes and protests. The President, as the Club representative, shall be empowered to accept funds and make disbursements up to the \$500 limit. These disbursements may total a maximum of \$1500 per year. The President shall appoint a team of Field Safety Controllers that will report to the Chief Safety Officer. The president shall have check signing authority.

2. Vice-President. The Vice-President shall assume duties of the President in his or her absence. The Vice-President shall have check signing authority.

3. Secretary. The Secretary shall maintain a current Club roster including membership detail information as deemed necessary by the BOD. The Secretary shall develop and maintain a club email system which will be used to officially communicate from the Board of Directors to the membership. The Secretary shall accomplish any required Club correspondence. The Secretary shall be responsible for maintaining minutes of BOD and general membership meetings and related records and attendance records. The Secretary shall be designated as the official point of contact by the AMA. The Secretary shall have check signing authority.

4. Treasurer. See Article 16 for the legal requirements of this charity club. The Treasurer shall be responsible for submitting reports on the financial condition of the Club. The Treasurer shall maintain the corporate checking account and maintain corporate financial records. The Treasurer shall have check signature authority and insure that all expenditures in excess of \$500.00 have two signatures. These signatures shall be any two of the authorized signers. The Treasurer shall make regular financial reports during the general membership meetings. The Treasurer shall have check signing authority. The Treasurer shall create and chair a budget committee of the Treasurer and at least 2 club members. This committee will develop an annual budget for the operation of the club. The annual budget (approved by the Board of Directors) will be published on the website and sent to all members by email.

5. Chief Safety Officer. The Chief Safety Officer shall promote increased Safety awareness on the part of all members by improving the public perception of modeling as a safe and desirable

activity and provide a means by which important safety information can be shared between members and local clubs. This person shall act as a communication liaison between the club and the AMA to ensure timely distribution of safety related material. The Chief Safety Officer shall be responsible for enforcement of Club's field safety rules. The Chief Safety Officer shall manage a team of Field Safety Controllers that will be responsible for daily safety oversight of the Club flying site. Chief Safety Officer shall provide a report of safety issues or information at the general membership meetings. The Chief Safety Officer must maintain an active e-mail address.

6. Chief Instructor. The Chief Instructor shall be responsible for training and qualification of solo status of new pilots or pilots recommended for retesting. The Chief Instructor shall develop and maintain a training document, outlining training and qualification standards and make these documents available to the membership. The Chief Instructor shall build a team of qualified instructors who will provide on-site training for new and refresher pilots. Instruction shall be offered free of charge to Club Members. It is recommended that the Chief Instructor holds an AMA Introductory Pilot rating.

7. Director at Large. This director will provide assistance to any of the officers that require additional assistance. He/she has no assigned responsibility, but will participate in committees as assigned by the President.

Article 11. Board of Directors (BOD)

1. The corporation shall have directors who are collectively known as the Board of Directors. The Board of Directors shall consist of not less than three (3) or more than seven (7) members. A quorum of BOD is defined as a majority of the current Board.

2. Directors shall be of the age of majority in this state; be in full accord and agreement with the purposes, goals, and objectives of this Corporation as stated herein. They should show active interest in its operations and maintain faithful attention to their responsibilities as Directors. Other qualifications for directors of this corporation shall be determined by the directors.

3. It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

(e) All Directors shall maintain an active e-mail address which shall be published on the web site.

4. Term of Office: All directors will be elected for 2 year terms.

5. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. A person elected to fill a vacancy on the board shall hold office for the remainder of the term of that board member.

6. Directors shall serve without compensation They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

7. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

8. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

9. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

10. The Board of Directors will elect the Officers of the club

11. The BOD shall consist of the President, Vice-President, Secretary, Treasurer, Director at large, Chief Safety Officer and Chief Instructor. The President shall be chairman of the BOD.

12. It shall be a task of the BOD to discuss, plan and manage the business of the Club. Input advice to this task shall be sought from the general membership and the results shall be presented

to the general membership in the form of accomplishments and recommendations on which the general membership can act.

13. Official decisions by the BOD shall be made by a 2/3rds majority vote of the BOD. The quorum required for a valid Board of Directors meeting shall consist of at least 50% of the current BOD.

14. Decisions of policy by the BOD shall not be at variance with the stated purposes and objectives of these By-Laws or Articles of Incorporation (if any).

15. The BOD shall be responsible for documenting the flying site operational and safety rules. All operational and safety rules must be approved by 2/3 vote of the BOD and the majority of the members attending a member meeting. The BOD will be allowed to enforce additional special or emergency safety rules without membership approval for a maximum of 30 days, once published.

16. The BOD shall be responsible for ruling on actions presented against members as a result of violations of Safety Rules as recommended in writing from the Chief Safety Officer or Field Safety Controllers. The BOD, upon hearing a particular case, shall render a decision or recommendation within ten (10) days. The BOD shall be responsible for documenting the flying site operational and safety rules.

17. The BOD may decide on immediate disciplinary action which may include suspension of flying privileges, change in flying status and/or recommending suspension or termination of membership from the club. Members for which an action has been advised have the right to appear before the BOD to plead their case. A member who refuses to appear at the request of the BOD may have actions placed against them in their absence. Members who do not comply with the recommendations or decisions of the BOD shall be deemed involuntarily terminated from the Club. Suspension of flying privileges or termination of membership shall require that the member surrender his/her membership card.

Article 12. Committees

1. Except for the budget committee, the President shall appoint all committees and their chairmen to assist in carrying out special activities of the membership, such as field maintenance, contests, public relations, safety or activities to be determined by the Board of Directors.

2. Committees shall serve until the purpose of the committee has been fulfilled or until terminated by the President.

Article 13. Official Publication

An official Club Newsletter will be published at least two times per year. This publication shall serve as a vehicle to communicate with members. It may provide information of general interest to the membership and shall be one of the means by which official information is distributed to the membership. The official publication shall be prepared and distributed by/under the supervision of the Director at Large and Secretary. In addition to the Newsletter, the club maintains a website and an email system. All of these communication methods represent the official means for the BOD to communicate with its members.

Article 14: Conflict of interest policy

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the
 1. Organization has a transaction or arrangement, or
 - a. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- a. Purchase or sell services, goods or assets: If the organization will purchase or sell any goods, services, or assets TO or FROM any of the officers, directors, trustees, employees, independent contractors the organization will record any such purchase or sale that is made, how the terms are or will be negotiated at arm's length, and will explain how it was determined that the organization will pay no more than fair market value or will be paid at least fair market value.
 - b. Leases, Contracts or Loans: If the organization will have any leases, contracts, loans, or other agreements with the officers, directors, trustees, employees, independent contractors the organization will record any such arrangements identify with whom and explain how the terms are or will be negotiated at arm's length. Moreover, the organization will record how the organization determined that it will not pay more than fair market value or that the organization is paid at least fair market value.
 - c. Members and Other Individuals and Organizations That Receive Benefits From the organization: If any individuals who receive goods, services, or funds through the organizations programs has a family or business relationship with any officer, director, trustee, employees or independent contractors the organization will record how and why these related individuals are eligible for goods, services, or funds.
 - a. Manager or developer of Facilities: If there is a business or family relationship between any manager or developer of the organizations facilities and officers, directors, or trustees, the organization will record the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that the organization will pay no more than fair market value.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
 3. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
1. Violations of the Conflicts of Interest Policy
 - b. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - c. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Governing board or committee determines the member has failed to disclose an actual or possible conflict of interest; it shall take appropriate disciplinary and corrective action.

Section 4. Records of proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

4. Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

Section 6. Annual statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The President will appoint the director who will perform the review. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of outside experts

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 15: Disclosure/Transparency in Governance and Finances

The organization will make publicly available a list of its board members and the salaries they are paid.

The organization will maintain records containing additional identifying information about its board members, such as home address, social security number, citizenship, etc.

The organization will maintain records containing identifying information for the board members of any subsidiary or affiliate receiving funds from the charity.

Key Employees

1. The organization will make publicly available a list of its five highest paid employees (the key employees) and the salaries and/or direct or indirect benefits they receive.
2. The organization will maintain records containing additional identifying information about its key employees, such as home address, social security number, etc.
3. The organization will maintain records containing identifying information for the key employees of any subsidiary or affiliate receiving funds from the charity.

Distribution of Funds

1. The organization will publicly identify any subsidiaries and/or affiliates that receive funds from the charity.
2. The organization will provide upon request an annual report. The annual report should describe the charity's purpose(s), programs, activities, tax-exempt status, the structure and responsibility of the governing body of the charity, and financial information.
3. The organization will provide upon request complete annual financial statements. The financial statements should present the overall financial condition of the charity and its financial activities in accordance with generally accepted accounting principles and reporting practices.

Solicitations for Funds

1. The organization will clearly state its goals and purposes so that anyone examining its disbursement of funds can determine whether the charity is adhering to those goals.
2. Solicitations for donations should accurately and transparently tell donors how and where their donations are going to be expended.
3. The organization will substantiate on request that solicitations and informational materials, distributed by any means, are accurate, truthful, and not misleading, in whole or in part.

Article 16: Financial Practice/Accountability

The organization will have a budget, adopted in advance on an annual basis that is overseen by the board.

The Treasurer will serve as the financial/accounting officer who is ultimately responsible for the day-to-day control over the money of the charity.

If the charity's total annual gross income exceeds \$250,000, the board of the organization will select an independent certified public accounting firm, which serves as an auditor, reviews the finances of the charity, and issues a yearly audited financial statement. The yearly audited financial statement should be available for public inspection.

Receipt and Disbursement of Funds:

1. The organization will account for all funds received and disbursed, in accordance with generally accepted accounting principles and the requirements of the Internal Revenue Code. The organization will maintain records of the salaries it pays and the expenses it incurs.
2. The organization will include in its accounting of all charitable disbursements the name of each recipient and the amount disbursed.
3. The charity, after recording, should promptly deposit all received money into the bank account maintained by the charity. In particular, all cash donations should be promptly deposited into the charity's bank account.
4. The organization will make disbursements by check or wire transfer, but not in cash.

Article 17: Anti- Terrorist Financing Procedures:

The organization will take the following steps before any charitable funds are distributed to foreign recipient organizations.

1. The organization will collect the following basic information about a foreign recipient organization:
 - a. The foreign recipient organization's name in English, in the language of origin, and any acronym or other names used to identify the foreign recipient organization.
 - b. The jurisdictions in which the foreign recipient organization maintains a physical presence.
 - c. The jurisdiction in which the foreign recipient organization is incorporated or formed.
 - d. The address and phone number of any place of business of the foreign recipient organization.
 - e. The principal purpose of the foreign recipient organization, including a detailed report of the recipient's projects and goals.
 - f. The names and addresses of organizations to which the foreign recipient organization currently provides or proposes to provide funding, services, or material support, to the extent known, as applicable.
 - g. The names and addresses of any subcontracting organizations utilized by the foreign recipient organization.

- h. Copies of any public filings or releases made by the foreign recipient organization, including most recent official registry documents, annual reports, and annual filing with the pertinent government, as applicable.
 - i. The foreign recipient organization's existing sources of income, such as official grants, private endowments, and commercial activities.
- 2. The organization will conduct basic vetting of potential foreign recipient organizations as follows:
 - a. The organization will be able to demonstrate that it conducted a reasonable search of public information, including information available via the internet, to determine whether the foreign recipient organization is or has been implicated in any questionable activity.
 - b. The organization will be able to demonstrate that it verified that the foreign recipient organization does not appear on any list of the U.S. Government, the United Nations, or the European Union identifying it as having links to terrorism or money laundering. The organization will consult the Department of the Treasury's Office of Foreign Assets Control Specially Designated Nationals List, which will identify entities designated by the U.S. Government as Foreign Terrorist Organizations or as supporters of terrorism. The charity also should consult the U.S. Government's Terrorist Exclusion
 - c. List maintained by the Department of Justice, the list promulgated by the United Nations pursuant to UN Security Council Resolutions 1267 and 1390, the list promulgated by the European Union pursuant to EU Regulation 2580, and any other official list available to the charity. The organization will obtain the full name in English, in the language of origin, and any acronym or other names used, as well as nationality, citizenship, current country of residence, place and date of birth for key staff at the foreign recipient organization's principal place of business, such as board members, etc., and for senior employees at the recipient's other locations. The organization will run the names through public databases and compare them to the lists noted above.
 - d. The organization will require foreign recipient organizations to certify that they do not employ or deal with any entities or individuals on the lists referenced above, or with any entities or individuals known to the foreign recipient organization to support terrorism.
- 3. The organization will review the financial operations of the foreign recipient organization as follows:
 - a. The organization will determine the identity of the financial institutions with which the foreign recipient organization maintains accounts. The organization will seek bank references and determine whether the financial institution is: (i) a shell bank; (ii) operating under an offshore license; (iii) licensed in a jurisdiction that has been determined to be non-cooperative in the international fight against money laundering; (iv) licensed in a jurisdiction that has been designated by the Secretary of the Treasury to be a primary money laundering concern; and (v) licensed in a jurisdiction that lacks adequate anti-money laundering controls and regulatory oversight.

- b. The organization will require periodic reports from the foreign recipient organization on its operational activities and use of the disbursed funds.
- c. The organization will require the foreign recipient organization to undertake reasonable steps to ensure that funds provided by the charity are not ultimately distributed to terrorist organizations. Periodically, the foreign recipient organization should appraise the charity of the steps it has taken to meet this goal. The organization will perform routine, on-sight audits of foreign recipient organizations whenever possible, consistent with the size of the disbursement and the cost of the audit.

Article 18: Responsibilities as an Exempt Organization.

Section 1. Notify the i.r.s. on the following matters

If the organization changes the name, address, purposes, operations or sources of financial support, we will inform The TE/GE Customer Account Services Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If the organization amends the organizational documents or by-laws, or dissolve the organization, the organization will provide the I.R.S. Customer Account Services Office with a copy of the amended documents.

Section 2. Filing requirements

The organization will consult outside counsel for State and Federal annual filing requirements of the organization and also will review the exemption letter from the I.R.S and see if it is indicated whether the organization must file a Form 990, Return of Organization Exempt from Income Tax and Form 8734, Support Schedule for Advance Ruling Period. The organization will also consult outside counsel on the following: UNRELATED BUSINESS INCOME TAX RETURN
EMPLOYMENT TAXES

If the organization has employees, the organization will seek outside counsel regarding to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). Also, withholding of Federal income tax from the employee's wages. In addition, the organization will have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee. The organization will seek outside counsel for Employment taxes and Form 941, Employer's Quarterly Federal Tax Return.

Section 3. Public inspection of application and information return

The organization will make our annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. The organization will also make available for public inspection our exemption application, any supporting documents, and our exemption letter. The organization will provide copies of these documents any individual upon written or in person request without charge other than reasonable fees for copying and postage. The organization may also fulfill this requirement by placing these documents on the Internet. The organization will consult Publication 557 for additional information.

Section 4. Contributions

Contributions to the organization are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions.

The organization will consul outside counsel and review Publication 1771.

Section 5. Contributions of \$250 or more

The organization will provide to donors a written substantiation of any charitable contribution of \$250 or more. The written statement will list any cash contribution or describing any donated property. This written statement will be provided at the time of the contribution. The format for the written statement may be Letters, postcards and/or electronic (e-mail) or computer-generated forms.

The donor is responsible for the valuation of donated property. However, the organizations written statement will provide a sufficient description to support the donor's contribution. The organizations will consul outside counsel and review Publication 1771, Charitable Contributions - Substantiation and Disclosure Requirements. In addition, Publication 561, determining the Value of Donated Property.

Section 6. Contributions of more than \$75 and charity provides goods or services

The organization will provide a written disclosure statement to donors who receive goods or services from the organization in exchange for contributions in excess of \$75.

Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances.

If the organization conducts fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, the organization will provide a written statement informing donors of the fair market value of the specific items or services that the organization provided in exchange for contributions of more than \$75.

The organization will provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in the organizations fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of: goods or services provided by the charity. The disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, the disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. The organization will seek outside counsel for additional information, and review Publication 1771 and Publication 526, Charitable Contributions.

Section 7. Non cash contributions

The Organization may accept non-cash contributions such as securities, intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles, or collectibles of any type.

The organization will consult outside counsel regarding “The American Jobs Creation Act” and the I.R.S. provisions regarding charitable contributions of non-cash property. Moreover, the organization will inform the donor to consult a tax professional to figure and calculate the fair market value of property and goods contributed to the charity based on rules outlined in the Internal Revenue Service regulations and presented in various IRS publications.

The organization will immediately consult outside counsel regarding the sale of ANY and ALL donated goods or property valued at \$500 or more.

Article 19: Grants to individuals

If the organization begins an individual grant program that was not described in the exemption application, the organization will notify the I.R.S. about the program.

Funds that the organization may distribute to an Individual as a grant must be made on a true charitable basis in furtherance of the purposes for which the organization is organized. Therefore, the organization will keep adequate records and case histories that demonstrate that grants to individuals serve the organizations charitable purposes. The organization will substantiate the basis for grants awarded to individuals to relieve poverty or under a scholarship or education loan program. Case histories regarding grants to individuals will show names, addresses, purposes of grants, manner of selection, and relationship (if any) to members, officers, trustees, or donors of funds to organization.

The organization will seek outside counsel for additional information.

Article 20: IRS 501(C)(3) tax exemption provisions

Section 1. Limitations on activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition against private inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal

office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4. Private foundation requirements and restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ORGANIZATIONAL CHART

Officers:

President
Vice-President
Secretary
Treasurer
Chief Safety Officer
Chief Instructor

Board of Directors:

President
Vice-President
Secretary
Treasurer
Chief Safety Officer
Chief Instructor
Director at Large

APPENDIX A

APPENDIX A TO THE BYLAWS OF PBRCA (CONSISTS OF 3 EXAMPLES)

EXAMPLE 1

I hereby designate ...(print name)
..... as my limited proxy for the
purpose of representing me, ...(print name)
..... at a PBRCA meeting, taking
place on20___. At this meeting he/she
has the right to vote my ballot as he/she considers proper in any issue brought to vote at that
meeting.
Signed
Date.....20__
Print name.....

EXAMPLE 2

LIMITED PROXY/BALLOT

The undersigned member of the Palm Beach Radio Control Association, INC.
("Association") hereby appoint the Secretary of the Association or
_____ as my proxy holder to attend the Member's Meeting of
the Association, to be held on XXXXXXX. The proxy holder named above has the
authority to vote and act for me to the same extent that I would if personally present
and I give my proxy holder general powers to use his or her best judgment on
procedural matters. However, my vote on the matter set forth below is set forth as
follows, and my proxy holder's authority is limited as set forth below.

**I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXY HOLDER TO
CAST MY VOTE FOR THE ELECTION OF DIRECTORS AS INDICATED
BELOW.**

Select any one and up to (x) candidates.

XXXXXXXXXXXXXXXXXXXXXXXXXX

Fill in Total Number of Candidates Voted

Member's Signature _____

Print Members Name _____

EXAMPLE 3

LIMITED PROXY

The undersigned member of the Palm Beach Radio Control Association. ("Association") hereby appoints the Secretary of the Association or _____ as my proxy holder to attend the Members Meeting of the Association, to be held on _____. The proxy holder named above has the authority to vote and act for me to the same extent that I would if personally present and I give my proxy holder general powers to use his or her best judgment on procedural matters. However, my vote on the matter set forth below is set forth as follows, and my proxy holder's authority is limited as set forth below.

LIMITED POWERS (FOR YOUR VOTE TO BE CAST ON THE FOLLOWING ISSUES, YOU MUST INDICATE YOUR PREFERENCE IN THE BLANK(S) PROVIDED BELOW).

I SPECIFICALLY AUTHORIZE AND INSTRUCT MY PROXYHOLDER TO CAST MY VOTE IN REFERENCE TO THE FOLLOWING MATTERS AS INDICATED BELOW. THE UNDERSIGNED CAST my VOTE AND AGREE IN WRITING AS FOLLOWS:

AMENDMENT ITEM ONE

**(APPROVE AMENDMENT
ITEM ONE)**

**(NOT APPROVE AMENDMENT
ITEM ONE)**

AMENDMENT ITEM TWO –

**(APPROVE AMENDMENT
ITEM TWO)**

**(NOT APPROVE AMENDMENT
ITEM TWO)**

AMENDMENT ITEM THREE –

**(APPROVE AMENDMENT
ITEM THREE)**

**(NOT APPROVE AMENDMENT
ITEM THREE)**

SIGNATURE OF MEMBER OR DESIGNATED VOTER

Date: _____

PLEASE PROPERLY COMPLETE THIS LIMITED PROXY AND RETURN IT TO THE ASSOCIATION.

Original approved: 2/2/07

Revision History:

Modified 10/11/2007: Changed 7.4

Modified 3/12/2008: Changed 8.2 and 8.4: moved elections one month earlier.

Modified 12/10/2009: Amended 9.3, added term limit rescinded if not apposed.

Modified 12/01/2014: Amended By-Laws per incorporation as a 501-3C non-profit corporation.

Ratified 2/12/2015: Membership meeting. REV_D_P0

Revised and Ratified Vote of membership June 14, 2018 meeting.

Revised and Ratified..... Vote of membership June 8, 2019