

**BYLAWS**  
**BALSA BANDITS, INC.**

Revised 3/23/2014

**Article I. PURPOSE**

The Balsa Bandits, Inc. (hereinafter “the Club”) is established under the Connecticut Nonstock Corporation Act and is organized and operated exclusively for pleasure, recreation and other nonprofit purposes pursuant to Section 501(c)(7) of the Internal Revenue Code. The Club shall be continuously affiliated with the Academy of Model Aeronautics (“the AMA”). As stated in its Certificate of Incorporation, the purposes of the Club are:

1. to assume and maintain active leadership in the development of all phases of radio control modeling;
2. to make available to the membership the result of experience, research and accomplishments in various areas of radio control modeling;
3. to represent the interest of the membership in various radio control modeling activities; and, in general,
4. to promote good fellowship among its members, encourage participation in society activities, and disseminate and share knowledge and experiences in the hobby.

**Article II. PROHIBITED ACTIVITIES**

No part of the assets of the Club shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes.

Not more than 35% of the Club’s annual gross receipts as defined by the IRS shall come from sources outside of the Club’s membership.

No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Club 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 provision of these bylaws, the Club shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code.

**Article III. OFFICES**

The Club shall continuously maintain in State of Connecticut a registered office and a registered agent at such registered office, who shall be the Secretary of the Club. The principal office of the Club shall be identical to its registered office.

**Article IV. MEMBERS**

*Section 4.1. Qualifications & Requirements.* Membership is open to any person, age eight and older, wishing to pursue the stated purposes of the Club. Each such person desiring membership in the Club is required (1) to submit a membership application to the Secretary of the Club and (2) to hold a current membership card issued as part of membership in the AMA. Each applicant for membership must be voted into the Club by a majority vote of members present at a meeting at which a quorum is present and shall become a member of the appropriate class upon submitting a membership application to the Club Secretary and payment of dues and initiation fees.

*Section 4.2. Categories of Members and their Rights.* The Club shall have three categories of members: (1) Regular Members who are 19 years of age and older and (2) Junior Members who are between 8 and 18 years of age. In addition, the Board of Directors may, by a majority vote, bestow honorary membership on any person it deems worthy of the honor. Payment of dues may or may not be waived by the Board of Directors, at its discretion, for any Honorary Member. Each member in good standing, regardless of category, is entitled to one vote on each matter voted on at a meeting of members.

*Section 4.3. Initiation Fee & Annual Dues.* There will be an initiation fee of \$40.00 for Regular Members and \$20.00 for Junior Members. Annual membership dues shall be payable by April 30<sup>th</sup> of each year and shall be as follows:

Regular Members.....\$60.00  
Junior Members .....\$15.00

*Section 4.4. Annual AMA Membership Requirement.* Each member will present required AMA documentation covering the coming membership year, or acceptable proof that required actions to obtain the documents have been accomplished.

*Section 4.5. Member in Good Standing.* The payment of dues and initiation fee for an appropriate membership class shall entitle a person to full rights and privileges thereof. Any member in default of his financial obligations to the Club is not entitled to vote at members' meetings or be a member of the Board of Directors, and may, by resolution of the Board of Directors, have his privileges suspended. Any member in default of his financial obligations to the Club for a period of twelve months shall be deemed to have resigned from the Club.

*Section 4.6. Reinstatement.* Any person removed from the membership rolls pursuant to Section 4.5 may apply for reinstatement as a member but shall be subject to the regulations and requirements for membership including the payment of the initiation fee. Initiation fees maybe waved by The Board of Directors at its discretion.

*Section 4.7. Assessment of Fines & Suspension of Privileges.* The Board of Directors may impose fines upon, and suspend the privileges of, members who violate the Club Rules and Regulations. Notification of the violation(s) shall be made in writing by the Secretary prior to any action by the Board, and the offender shall have the right of a hearing before the Board of Directors. In the case of a fine, such fine shall not exceed the higher of the (1) annual dues or (2) initiation fee. [33-1057]

If a club member commits a violation of the Club Rules and Regulation, the Board of Directors may assess a fine as stated above.

If that member commits a second violation of the same or any other of the Club Rules and Regulations, within less then one year of the first violation, the Board of Directors may suspend all club privileges for a period not exceeding one month.

If that member commits a third violation of the same or any other of the Rules and Regulation, within one year of the first violation, exclusive of any period of suspension of privileges, the Board of Directors may recommend to the membership expulsion of that member.

*Section 4.8. Expulsion.* Members who consistently or severely violate Club Rules and Regulations may be expelled by a two-thirds vote of members present at a special meeting following the notification of the offending member as to the pending action. Notification of the violation(s) shall be made in writing by the Secretary.

*Section 4.9. Transfer of Membership.* Membership in the Club is not transferable or assignable.

## **Article V. Meetings of Members**

*Section 5.1. Place of Meetings.* Unless otherwise stated in the notice of a meeting, meetings of members shall be held at the Harwinton Firehouse in Harwinton, Connecticut.

*Section 5.2. Annual Meeting.* An annual meeting for the election of directors and officers shall be held, without other notice than this bylaw, at 7:30 P.M. on the first Wednesday in April of each year, unless the Board of Directors fixes some other date, time or place for the meeting. Notice of any change of date, hour and place of the annual meeting shall be mailed to each member not less than ten days nor more than sixty days before the meeting.

*Section 5.3. Regular Meetings.* Regular meetings of the membership shall be held at 7:30 P.M. on the first Wednesday of each month, except in the months of November, December, January and February without further notice than this bylaw.. Notice of any change of date, hour and place of the regular meeting shall be mailed to each member not less than ten days nor more than sixty days before the meeting.

*Section 5.4. Special Meetings.* The President shall call a special meeting of members upon order of the Board of Directors or at the request of ten or more members. Only business within the purpose or purposes described in the meeting notice may be conducted at such meeting. The Club shall give members written notice of the date, time, place and purpose(s) of each special meeting. Such notice shall be mailed not less than ten nor more than sixty days before the date of the meeting, except that notice of a members' meeting to act on an amendment of the Certificate of Incorporation or other such substantive change shall be given not less than fourteen nor more than sixty days before the meeting.

*Section 5.5. Notice.* Notice shall be deemed to have been given when deposited with postage prepaid in a post office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

*Section 5.6. Quorum.* At least seven members must be present at any membership meeting before business may be conducted. Once a member is present at a meeting that person is deemed present for quorum purposes for the remainder of the meeting. If a quorum is not present at a meeting of members no business can be conducted.

*Section 5.7. Manner of Voting.* Each member in good standing shall be entitled to one vote on each matter voted on at a meeting of members. Members shall generally vote by a show of hands. Written ballots shall be used for contested elections or when otherwise requested by a simple majority of members present. No member may vote by proxy.

*Section 5.8. Waiver of Notice.* A member may waive any notice required by the bylaws before or after the date and time stated in the notice. The waiver must be in writing, be signed by the member entitled to the notice and be delivered to the Club for inclusion in the minutes or filing with the corporate records. A member's attendance at a meeting: (1) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (2) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

*Section 5.9. Voting list for meetings.* Within two days after notice of a meeting is given, the Secretary shall provide, upon demand of any member, a complete list of the members entitled to vote at such meeting, with the address of each member. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting.

## **Article VI. BOARD OF DIRECTORS**

*Section 6.1. General Powers.* All corporate powers shall be exercised by or under the authority of the Board of Directors, and the activities, property and affairs of the Club shall be managed by or under the direction of its Board of Directors, subject to any limitation set forth in the Certificate of Incorporation.

*Section 6.2. Composition.* The Board of Directors shall consist of seven members as follows: the four officers enumerated under section 7.1 of these bylaws and three other persons elected by the members at their annual meeting.

*Section 6.3. Qualification of Directors.* Any director who ceases to be a member in good standing shall cease to be a director of the Club and a vacancy shall be created in the Board. There is no limit on the number of times a director may succeed himself to office.

*Section 6.4. Term of Office.* Each director shall hold office until his or her successor is elected at the annual meeting of the membership, subject to earlier termination by removal or resignation.

*Section 6.5. Regular Meetings.* Regular meetings of the Board of Directors shall be held at least twice a year at such date, time and place as fixed by the President and stated in the notice of the meeting.

*Section 6.6. Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or by any three or more of the members of the Board.

*Section 6.7. Notice of Meetings.* Notice of any regular or special meeting of the Board shall be given at least five days previously thereto by written notice delivered personally or sent by mail to each member of the Board of Directors at his address as shown by the records of the Club. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice, unless specifically required by law or these bylaws.

*Section 6.8. Place of Meetings.* Unless otherwise stated in the notice of a meeting, meetings of the Board of Directors shall be held at the Harwinton Firehouse in Harwinton, Connecticut.

*Section 6.9. Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

*Section 6.10. Manner of Voting.* If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors unless a greater vote is required by the articles of incorporation or these bylaws. A director who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting, or promptly upon his arrival, to holding it or transacting specified business at the meeting; or (2) he votes against, or abstains from, the action taken.

*Section 6.11. Action without a Meeting.* Any action required or permitted by law or these bylaws to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one or more written consents stating the action taken, signed by each member of the Board either before or after the action taken, and included in the minutes or filed with the Club's records reflecting the action taken.

*Section 6.12. Vacancies.* A vacancy on the Board of Directors may only be filled by the membership. A director so appointed shall hold office for the unexpired portion of the term of his predecessor and until a successor has been elected and has assumed office.

*Section 6.13. Resignation and Removal.* Any member of the Board of Directors may resign at any time by delivering written notice to the Board of Directors, the President, or the Club. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

A director who is not an officer may be removed from office by a two-thirds vote of the membership present at a special meeting of members called for the purpose of removing the director.

*Section 6.14. Compensation.* No director shall receive any salary or compensation for his services as a director.

## **Article VII. OFFICERS**

*Section 7.1. Officers.* The officers of the Club shall be a President, a Vice-President, a Secretary, and a Treasurer. No person may hold more than one office at a time.

*Section 7.2. Election & Qualifications.* Officers shall be elected each year by the membership at its annual meeting. Each officer shall remain in office until his successor is elected and qualified, subject to earlier termination by removal or resignation. Any officer who ceases to be a member in good standing shall cease to be an officer of the Club and a vacancy shall be created in the office. There is no limit on the number of times an officer may succeed himself to the same office.

*Section 7.3. President.* The President shall be the principal officer of the Club and shall supervise and control all of the business and affairs of the Club. The President shall preside at all meetings of the membership and the Board of Directors, be an ex-officio member of all committees except the audit committee and the nominating committee, and shall have all such powers and responsibilities as may reasonably be construed as belonging to the chief executive of a nonprofit corporation. Election term is one year.

**Section 7.4. Vice-President.** The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act, and shall perform such other duties as may from time to time be assigned by the President or the Board of Directors. Election term is one year.

**Section 7.5. Secretary.** The Secretary shall maintain the minutes and records of the Club as specified under section 10.8 of these bylaws; see that all notices are given in accordance with these bylaws or as provided by law; keep the seal of the Club and affix same to corporate documents; keep a list of all members and their mailing addresses; serve as the Club's Registered Agent for Service; complete and mail the Annual Corporate Report as required by the State and section 10.10 of these bylaws; and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors. Election term is two years.

**Section 7.6. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; keep accurate records of account and present a detailed written report of such at each meeting of the members and of the Board of Directors; submit, and present at the meeting of the membership at the end of the fiscal year (January meeting), an annual financial report in the form specified under section 10.9 of these bylaws; and, in general, perform all the duties incidental to the office of Treasurer and such other duties as may be assigned by the President or Board of Directors. Election term is two years.

**Section 7.7. Vacancies.** The Board of Directors may fill a vacancy in any office, and any officer so appointed shall hold office until the next annual meeting and until a successor has been elected and has assumed office.

**Section 7.8. Resignation and Removal.** Any officer may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Any officer who is elected by the members may be removed only at a special meeting of members called for such purpose.

**Section 7.9. Compensation.** Any officer may receive compensation for his service as an officer, provided such compensation is approved by a two-thirds vote of the members present at the meeting at which the resolution is adopted. Except the Officers are excused from paying dues.

## **Article VIII. ELECTIONS**

**Section 8.1. Annual election.** An election of directors and officers shall be held at each annual meeting of the membership.

**Section 8.2. Nominations from the Floor.** The president shall call for nominations from the floor. If there is only one nomination from the floor, the election may take place by a voice vote. If there are additional nominations, the voting on the contested positions shall be done by written ballot, which shall be counted by two tellers appointed by the President at the time of the election.

**Section 8.3. Manner of Electing.** If more than one person is nominated for the same office, the person receiving the highest number of votes shall be deemed to have been elected to the office. In the case where the number of candidates for the office of director exceeds the number of directorships being filled, the candidate receiving the highest number of votes for a directorship shall fill the first directorship, the candidate receiving the second to highest number of votes shall fill the second directorship, and so on until all of the eligible directorships have been filled. Members shall not have the right to cumulate their votes for directors. [33-1077(b)]

## **Article IX. COMMITTEES**

**Section 9.1. Power to Appoint and Dissolve Committees.** The Board of Directors shall have the power to appoint any standing or special committees that it deems necessary and desirable for the functioning of the Club. Unless specifically authorized by the Board or these bylaws, no standing or special committee may exercise any power of the Board of

Directors in the conduct of the affairs of the corporation. Each committee and each member thereof shall serve at the pleasure of the Board of Directors.

*Section 9.2. Standing Committees.* The term of office of members of any standing committee shall expire at the annual meeting of members, unless the Board, by resolution, appoints the members of the committee to a longer term of office. At the first meeting of the Board of Directors after the annual membership meeting of each year, the President shall provide, for the board's approval and adoption, a list of appointments for the chairs of the standing committees. Each chair shall select the respective committee members. Standing committees are; State Liaison, Safety, Sound, Equipment; Field Marshall. These committee member(s) are appointed annually.

*Section 9.3. Special Committees.* Special committees shall continue in existence until they have given their final reports or completed their assigned tasks even though their existence may continue into a new fiscal year. Members of a special committee shall serve until the Board of Directors has discharged the committee. If no chair is designated in the resolution creating a special committee, the members of the committee may select their own chair.

*Section 9.4. Quorum.* A majority of committee members shall constitute a quorum for the transaction of business.

*Section 9.5. Reports.* At each regular meeting of the Board, each committee shall report its progress and/or activities for inclusion in the minutes of the meeting. Upon completion of its task, each special committee shall submit to the board a final written report, which the Secretary shall file with the records of the Club.

*Section 9.6. Committee-Chair Vacancies.* The President may fill a vacancy that occurs in the chair of any committee.

## **Article X. Financial and Contractual Matters**

*Section 10.1. Fiscal & Membership Years.* The fiscal year of the Club shall follow the calendar year (January 1<sup>st</sup> – December 31<sup>st</sup>). The membership year shall be April 1<sup>st</sup> – March 31<sup>st</sup>.

*Section 10.2. Annual budget.* Prior to the start of each fiscal year, the Treasurer shall present, for the Board of Directors' approval and adoption, a budget of revenues and expenditures for the upcoming fiscal year. Such budget shall be presented to the membership at its annual meeting for approval.

*Section 10.3. Audit committee.* At the end of each fiscal year, the President shall appoint a special committee, composed of two members, neither of whom is the President or the Treasurer, to audit the financial books and records of the Club. At the completion of its task, the committee shall submit to the Board a written report, which the Secretary shall attach to the Treasurer's annual report.

*Section 10.4. Checks, drafts, etc.* All disbursements to third parties shall be made from the checking account. Unless otherwise authorized by the Board of Directors, all drafts or checks drawn upon savings, certificates of deposits, or other investment accounts shall be made payable solely to the checking account of the Club.

*Section 10.5. Deposits.* All funds of the Club shall be initially deposited to the credit of the corporation in the checking account of such bank as the Board of Directors may select.

*Section 10.6. Authority to incur liabilities.* No officer or agent of the Club shall authorize or make any expenditure or commit the Club to any liability whatsoever, unless such expenditure or liability has been approved by the Membership or has been budgeted by prior action of the Board.

*Section 10.7. Gifts.* The Board of Directors shall have the sole power to accept on behalf of the Club any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Club.

*Section 10.8. Corporate Records.* The Club shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting; shall maintain

appropriate accounting records; shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, and shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

The Club shall also keep a copy of the following records at its principal office: (1) Its certificate of incorporation and all amendments to it currently in effect; (2) its bylaws and all amendments to them currently in effect; (3) the minutes of all members' meetings and records of all action taken by members without a meeting for the past three years; (4) the financial statements prepared for the past three years under Section 10.9; (5) a list of the names and business addresses of its current directors and officers; and (6) its most recent annual report delivered to the Secretary of the State. [33-1235]

*Section 10.9. Financial Statements.* The Club shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year and statement of disbursements and receipts for that year. If the annual financial statements are reported upon by a public accountant, his report must accompany such statements. [33-1241]

*Section 10.10. Annual Corporate Report* The Secretary of the Club shall file in each year the annual report required by law to be filed with the Secretary of State. [33-1242]

## **Article XI. SEAL**

The seal of the Club shall be in the form affixed immediately below.

## **Article XII. INDEMNIFICATION**

Each person now or hereafter an officer or director of the Club (and his heirs, executors, and administrators) shall be indemnified by the Club to the extent permitted by statute against all costs and expenses including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his being or having been an officer or director of the Club. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any other bylaw, agreement, or otherwise.

The Board of Directors may also provide by resolution that any Club agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the person was guilty of misconduct regarding the matter in which indemnity is sought.

If the Club indemnifies or advances expenses pursuant to this bylaw or any Connecticut Statute in connection with a proceeding by or in the right of the Club, the Club shall report the indemnification or advance in writing to the members with or before the notice of the next members' meeting. [33-1242]

## **Article XIII. RULES AND REGULATIONS**

The Board of Directors may from time to time amend, repeal, or adopt Rules and Regulations governing the affairs of the Club, which are not inconsistent with the law, the Certificate of Incorporation or these bylaws.

#### **Article XIV. AMENDMENTS TO BYLAWS**

These bylaws may be amended or repealed and new bylaws may be adopted by two-thirds of the members present at any annual, regular or special meeting, provided that at least fourteen days' notice is given of the intention to amend or repeal or to adopt new bylaws at such meeting.

#### **Article XV. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

**[Copy from Certificate of Incorporation.]**