

CRESCENT CITY RADIO CONTROL CLUB, INCORPORATED
(AMENDED AND RESTATED) BY-LAWS

ARTICLE I
OFFICES

Section 1. Principal Office

The principal office shall be located at 8601 Steamboat Lane, River Ridge, Louisiana 70123.

Section 2. Other Offices

The Corporation may have other offices at other places as the Executive Committee may from time to time determine or the activities of the Corporation may require.

ARTICLE II
MEMBERSHIP

Section 1. Qualifications

Any person, regardless of race, color, creed, sex or national origin, is eligible for membership in this corporation provided that such person demonstrates a genuine interest in flying radio controlled aircraft.

Section 2. Application

An applicant shall be sponsored by a Senior Member in good standing. The applicant shall be introduced to the members by the applicant's sponsor at any general meeting. At such time, the prospective member shall present his/her application in person, with all appropriate fees and dues paid. An applicant will be subject to a ninety(90) day probationary period prior to review by the Executive Committee.

Section 3. Membership Election

After review by the Executive Committee and upon payment of all fees, dues and/or assessments, a person shall be elected by acclamation as a member of the Corporation, provided that no Member in good standing either in person or in writing objected to the acceptance of this applicant as a member. If such an objection is received, the applicant shall be notified not to attend the next general meeting. At such meeting the Members shall be able to review the application and the objection(s). An affirmative vote two-thirds (2/3) of the voting power present at such meeting shall be necessary to elect such person to membership in the Corporation.

Section 4. Term

Membership in the Corporation shall be for life, except as hereinafter provided.

Section 5. Rights and Duties

(1) Each Senior and Lifetime Member shall have one vote. Voting by proxy shall not be allowed.

(2) Each member shall be considered a flyer, unless such member is excused because of medical reasons and accepted as a non-flyer by the Executive Committee, or unless such member is classified as inactive.

(4) All Members shall comply with current FCC regulations and the current Pilot Qualification requirements of this Corporation.

(5) All Members are required to adhere to the General Field and Flying Field Rules and such other rules and regulations as the corporation may from time to time adapt.

(6) Every Member must have current Academy of Model Aeronautics membership unless member is classified as a non-flyer.

Section 6. Classifications

There shall be six classes of membership in the Corporation, and each class shall be subject to the following rights or privileges, restrictions or limitations:

(a) Senior Members -

(1) Any Member who is eighteen years of age or older, and is a Senior Member in good standing.

(2) Each Senior Member shall be entitled to one vote.

(b) Junior Members –

(1) Those persons who are under the age of 18 years shall be eligible for Junior Membership.

(2) A Junior Member will not be required to pay dues.

(3) A Junior Member must be sponsored by a Senior Member or Lifetime member in good standing.

(4) A Junior Member shall not be entitled to vote.

(5) Upon reaching one's 18th birthday a Junior Member may be enrolled as a Senior Member without payment of the usual initiation fee.

(6) A Junior Member shall not be entitled to fly at the Corporation's flying field without the sponsoring member being present at the site.)

(c) Lifetime Member –

(1) Only those members who have performed extraordinary services in promoting the objects, purposes, and goals of the corporation may be nominated for a Lifetime Membership.

(2) A Lifetime Member shall be elected from among the Senior Members of the Corporation by a unanimous vote of the voting power present at any duly convened meeting.

(3) A Lifetime Member is exempt from paying any dues whatsoever.

(4) A Lifetime Member is entitled to one vote.

(5) Any Senior or Lifetime Member is entitled to nominate a prospective Lifetime Member at any time by presenting the name of the nominee and the reasons for nomination in writing at any membership meeting.

(d) Honorary Members –

(1) Persons who have encouraged, cultivated, stimulated and fostered the art and enjoyment of model building and operating to an extraordinary degree shall be eligible to receive an Honorary Membership.

(2) An Honorary Member may be nominated at any time by having his name and reasons for nomination presented in writing by any Senior or Lifetime Member in good standing at any membership meeting.

(3) An Honorary Member shall be elected by a unanimous vote of the voting power present at any duly convened meeting.

(4) An Honorary Member shall not be entitled to vote.

(5) Honorary Members shall not be required to pay any dues.

(e) Inactive Members –

(1) (Any Senior Member in good standing may apply in writing for Inactive Member status to the Executive Committee for approval. Senior Members who notify

the Executive Committee in advance of the February 1st of their inability to pay dues because of personal reasons will not be considered delinquent, if approved, and shall be classified as an Inactive Member. Senior Membership status may be resumed by payment of current dues.

(2) Inactive Members will cease to be entitled to any rights and privileges incident to membership of this Corporation, including, but not limited to, the right to vote.

(f) Delinquent Members –

(1) Any member who fails to pay his dues, fines, assessments or fees before February 1st shall be designated as a Delinquent Member.

(2) A Delinquent Member shall cease to be entitled to any rights and privileges incident to membership of this Corporation, including but not limited to, the right to vote. A Delinquent Member shall be notified of this status through any acceptable means of communication, including, but not limited to mail, facsimile, or email, not less than fifteen (15) days prior to the removal of his name from the membership rolls. Such notice shall be deemed received when sent. At such time a Delinquent Member shall be stricken from the membership rolls.

(3) A Delinquent Member seeking re-entry into the corporation will be processed as a New Applicant according to Article II; Sections 1, 2, and 3. At such time yearly dues and initiation fee must be paid.

Section 7. Withdrawal

Upon notice to the Executive Committee any member may withdraw from the corporation and cease to be a Member thereof, and shall not be liable or responsible for any dues or assessments approved by the Executive Committee within the thirty (30) day period prior to such notice to the Executive Committee.

Section 8. Suspension and Expulsion

A Member may be suspended for a period or expelled for violations of any of the by-laws or rules of the Corporation in the manner provided for in Article VI - Section 12 of these By-Laws.

Any member expelled may not re-apply for membership.

Section 9. Limitations

Membership is limited to one hundred (100) Senior Members.

ARTICLE III

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE IV DUES AND ASSESSMENTS

Section 1. Annual Dues

Annual dues shall be Eighty-Four and 00/100 (\$84.00) Dollars per year, due and payable by January 1st of each year. Dues shall be subject to re-assessment by a two-thirds (2/3) majority vote of the voting power present at any duly convened meeting of the Members.

Section 2. Assessment

By a two-thirds (2/3) majority vote of the voting power present at any duly convened meeting the membership may impose assessments on the members.

Section 3. Initiation Fee

The initiation fee shall be Seventy-Five and 00/100 (\$75.00) Dollars, due and payable at the time the membership application is submitted. The initiation fee shall be subject to re-assessment by a two-thirds (2/3) majority vote of the voting power present at any duly convened meeting of the Members.

Section 4. Refunds

When a member is terminated or suspended in the manner provided for in Article VI Section 12 of these By-laws such member shall not be entitled to any refund of paid dues, initiation fee and/or assessments whatsoever. Dues, initiation fees and/or assessments paid with the application shall be refunded in full if the applicant is not accepted as a member.

ARTICLE V MEETINGS

Section 1. Annual Meeting

There shall be an annual meeting on the last Thursday in October of each year for election of the Officers and members of the Executive Committee; for receiving annual reports of Officers and the Executive and other committees; and for the transaction of other business. Notice of the meeting signed by the President, Secretary, and/or the Treasurer shall be transmitted to the Members entitled to vote and posted on the club's official website, except as herein or by statute otherwise provided, to the last recorded email address/ address and/or phone number of each member at least ten

(10) days and not more than fifty (50) days before the time appointed for the meeting. All notices shall set forth the date, place, time and purpose of the meeting.

Section 2. Monthly Meetings

Monthly meetings shall be held for the transaction of business which may come before the Corporation. The times, places and dates of such meetings shall be in the discretion of the President. Notice of any monthly meetings shall be posted on the official club website and/or voice-mailed by appointed officer of the Corporation. All notices shall set forth the date, place and time of the meeting.

Section 3. Special Meetings

In addition to the annual and monthly meetings, special meetings may be called by the Executive Committee at their discretion. Upon written request of ten (10) Senior Members, the Executive Committee shall call a special membership meeting to consider a specific subject. Notice for any special meeting shall be given in the same manner as for the annual meeting.

Section 5. Quorum

The presence in person of 20% (1/5) or 12, whichever is less, of the Senior or Lifetime Members in good standing entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 6. Voting

Any Senior Member in good standing and any Lifetime Member is entitled to vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members entitled to vote. Voting by proxy shall not be allowed.

(a) Internet Voting

(1) The Executive Committee or President can call for voting by e-mail when corporate members' affirmation is required.

(2) All Members must be notified 10 days prior to the voting deadline, in writing of all pertinent information.

(3) Members without access to a computer may vote by mail, a signature on their ballot must be present to confirm their identification.

(4) A record of all emails/mail must be confirmed by an appointee of the President and filed with the Secretary before the next monthly meeting.

Section 7. Order of Business

The order of business shall be as follows at all meetings of the corporation and the Executive Committee:

- (a) Calling of the roll;
- (b) Reading of the minutes;
- (c) Receiving communications;
- (d) Financial report;
- (e) Report of committees;
- (f) Old business;
- (g) New business.

Any question as to the priority of business shall be decided by the chair without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present entitled to vote.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1. Number

The property, affairs, activities and concerns of the Corporation shall be vested in an Executive Committee, which shall be composed of nine (9) members, the Officers and 5 Committee Members.

Section 2. Members

The President, Vice-President, Treasurer, Secretary and the prior term's President are ex-officio members of the Executive Committee. The remaining four (4) members shall be elected from the general membership by the Members entitled to vote at the annual meeting.

Section 3. Term

All members of the Executive Committee shall serve for a term of one year with the potential of re-election at end of each term.

Section 4. Election of the Executive Committee Members

The election of members of Executive Committee shall be held at the annual meeting of the corporation by a secret ballot of the Members entitled to vote. Nominees receiving a majority of the votes cast shall be installed as members of this Committee.

Section 5. Nominations

The Nominating Committee shall present a slate of nominees to the general membership at the September meeting. Nominations shall be accepted from the general membership from the date of the September meeting up to and including the October meeting.

Section 6. Duties of the Executive Committee

The Executive Committee shall have full power and control of the Corporation, its funds and its property, subject to the provisions of these By-laws and subject to a veto by a majority of the Members entitled to vote at any membership meeting.

The Committee shall have the power to disburse funds for such purposes as it deems proper, provided that such disbursements do not exceed one-half of the amount currently in the treasury. In no event shall the committee have the power to authorize an expenditure over Five Hundred and 00/100 (\$500.00) Dollars. Authorization to disburse amounts exceeding these limits shall only be given by a majority of the members entitled to vote present at any membership meeting.

The Executive Committee may, in its discretion, refer any matter to the general membership. The Executive Committee may:

- (1) Hold meetings at such times and places as it deems proper;
- (2) Admit Members and suspend or expel them in accordance with the provisions of these By-laws;
- (3) Audit bills and disburse funds subject to the limitations set out in this section;
- (4) Carry on correspondence and communicate with other corporations, associations, groups, and businesses interested in promoting the goals and purposes of this Corporation;

(5) Employ agents, attorneys, accountants and other professional assistance which it deems appropriate and proper under the circumstances;

(6) Devise and carry into execution such other measures as it deems proper to promote the objects and purposes of the corporation and to protect the interest and welfare of its members.

Section 7. Presiding Officer

The Presiding Officer at all meetings of the Executive Committee shall be the prior year's President. In case of absence of the prior year's President, the current year's President shall preside.

Section 8. Meetings of the Executive Committee

Regular meetings of the Executive Committee shall be held monthly at the call of the Chairperson. Notice of the meeting, signed by the President or Secretary, shall be emailed/mailed to the last recorded e-mail address/address of each member. The chairperson may when it is deemed necessary, or the Secretary shall, at the request of five (5) members of the Committee, issue a call for a special meeting of the Committee.

Section 9. Quorum

Five (5) members of the Executive Committee shall constitute a quorum for the transaction of business. In the absence of the Chairperson or the current year's President, the quorum present may choose a chairperson for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later. A majority of the members present shall be required to transact any business before the Committee. Voting by proxy shall not be allowed.

Section 10. Absence

Should any member of the Executive Committee absent himself unreasonably from three (3) consecutive meeting of the Committee without sending a communication to a member of the Executive Committee stating his reason for doing so, and if his excuse should not be accepted by the members of the Committee, his seat on the Committee shall be declared vacant and the Chairperson shall forthwith proceed to fill the vacancy as hereinafter provided.

Section 11. Vacancies

Whenever a vacancy occurs in the Executive Committee by death, resignation, non-payment of dues, or otherwise, it shall be filled by a majority vote of the

voting power present at the next monthly meeting, provided that:

(1) A vacancy occurring in the last quarter of the term shall be filled by a majority vote of the remaining members of the Committee;

(2) A vacancy in the office of the current President shall be filled by the current Vice-President.

The person so chosen shall hold office until the next annual meeting.

Section 12. Suspension and Removal

Any Member of the Corporation may be suspended for a period or removed for violation of any of the By-Laws or Rules of the Corporation or for conduct prejudicial to the best interests of the Corporation. Suspension or removal for these or for other reasons shall be by a three-fourths (3/4) majority vote of the Members entitled to vote and present at the membership meeting at which such proposal is considered, provide that:

(1) A statement of the charges shall be presented personally in writing to the Executive Committee for review, by the person(s) making these charges; and

(2) A statement of charges shall have been mailed by certified or registered mail to the member under charges at his last recorded address before the meeting at which the membership will consider and vote on such matters; and

(3) The petitioner shall present his statement of charges to the general membership for vote;

(4) At least 30 days shall have elapsed between initiation of such a proceeding and the membership meeting at which such charges will be considered. Such a proceeding may be initiated by any member.

ARTICLE VII OFFICERS

Section 1. Number and Qualifications

The officers of this corporation shall be a President, a Vice-President, a Treasurer, and a Secretary, all of whom shall be members of the Executive Committee. Each office shall be held by one individual. All officers of the corporation shall be Senior Members in good standing.

Section 2. Method of Election

The officers of this corporation shall be elected at the annual meeting of the Corporation in October (by) a majority vote of the Members present, and entitled to vote.

Section 3. Term of Office

Each officer shall serve a term of one (1) year with the potential of re-election at end of each term. Each officer's term shall commence on the last Thursday of January of each year and terminate on the last Wednesday of January of the year following.

Section 4. Duties of Officers

The duties and powers of the officers of this Corporation shall be as follows:

(a) President

The President shall preside at the membership meetings of the Corporation. With the advice and consent of the Executive Committee, he shall appoint members to all co-committees and appoint ad hoc committees on particular subjects from members of the Executive Committee or from members of the Corporation. He shall, at the annual meeting of the Corporation and at such other times as he deems proper, communicate to the corporation and to the Executive Committee such matters and make such suggestions as may, in his opinion, promote the prosperity and welfare and increase the usefulness of the Corporation. He shall perform such other duties as are necessarily incident to the office of President.

(b) Vice-President

In case of the death or absence of the President, or of his inability from any cause to act, the Vice-President shall perform the duties of the President. The Vice-President shall serve as Chairperson of the Contest and Rules Committee and shall personally be in charge of all monthly contest preparations. He may appoint members to serve on the Contest and Rules Committee.

(c) Treasurer

It shall be the duty of the Treasurer to collect all dues, fees, and assessments and to keep account of all monies received and expended for the use of the Corporation and shall make disbursements only upon vouchers approved in writing by any two (2) officers of the Corporation. He shall deposit all sums received in a bank approved by the Executive Committee and make a report at the Annual Meeting or when called upon by the President. Funds may be drawn only upon the signature of any two (2) officers of the Corporation.

The funds, books and vouchers in his hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control. At the

expiration of his term of office, he shall deliver over to his successor all books, monies, and other property, or in the absence of a treasurer-elect, to the President. In the case of the absence or disability of the Treasurer, the Executive Committee, by a majority vote thereof, may appoint a Treasurer pro tem.

The Treasurer shall maintain a treasury budget correspondence to all members of the Corporation. He shall perform the duties of the President in case of death or absence of the President and Vice-President or of their inability from any cause to act.

(d) Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Corporation and keep a record of their deliberations; to conduct all correspondence, and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of members of the Corporation; to keep the Book of Standing Rules and By-Laws and to devote his best efforts to forwarding the business and advance the interest of the Corporation. In the case of the absence or disability of the Secretary, the Executive Committee by a majority vote thereof, may appoint a Secretary pro tem.

Section 5. Vacancies

All vacancies in any office shall be filled in accordance with the provisions of Article VI Section 11.

Section 6. Compensation

The officers shall not receive any salary or compensation other than a fifty percent (50%) reduction in Annual Dues.

ARTICLE VIII
COMMITTEES

Section 1. Committee on Nominations

Not later than the August meeting in each year, the Chairperson of the Executive Committee shall appoint a Nominating Committee consisting of three (3) Members, entitled to vote. One member of this Committee shall be a currently serving member of the Executive Committee, the two other members shall be appointed from the Senior Members. The duty of this committee shall be to accept and confirm nominations of candidates for officers and for the Executive Committee Members to be elected at the next annual meeting. The Nominating Committee shall present the names of their candidates at the September meeting of the general membership.

Section 2. Other Committees

The Vice-President may appoint members to serve on the Contest and Rules Committee. The Executive Committee may appoint the following committees: Field Maintenance, Property Management Safety, Club License, and such other committees as the Executive Committee in its discretion may deem necessary and proper. The members of such committees shall make such rules and regulations for its own government as it shall deem proper and all such regulations shall be binding upon its members.

Section 3. Committee Quorum

A majority of any committee shall constitute a quorum for the transaction of business, unless any committee shall by a majority of its entire membership decide otherwise. A majority of a quorum shall carry any business before any committee, unless any committee shall, by a majority of its entire membership, decide otherwise.

Section 4. Committee Vacancies

The various committees shall have the power to fill vacancies in their membership. In case of vacancies a majority of the remaining members shall constitute a quorum, and a majority vote of this quorum shall be necessary to fill a vacancy.

ARTICLE IX AMENDMENTS

These By-Laws or the Articles of Incorporation may be amended, repealed or altered in whole or in part by a three-fourths (3/4) majority vote of the voting power present at any duly organized membership meeting of this corporation. The proposed change may be initiated by any Member, entitled to vote who shall present these changes personally in writing to the Executive Committee for review. The proposed change shall be e-mailed/ mailed to the last recorded e-mail address/address of each member in the same manner as notice of the annual meeting at least ten (10) days before the time of the meeting/Internet voting at which such change is to be considered.

ARTICLE X

All activities at the Flying Field are to be governed by these By-Laws, Flying Field Rules and Pilot Qualification Requirements.

ARTICLE XI COPIES OF BY-LAWS AND RULES AND REGULATIONS

Any applicant shall be given a copy of these By-Laws and of any rules and regulations currently in force. All members shall be furnished a copy of subsequent amendments of the By-Laws.