

TORKS BYLAWS

(v7.2019)

Preamble:

The Ohio Radio Kontrol Society, Inc. ("TORKS") hereby adopts the following Bylaws that shall supersede and take the place of any and all prior Constitution and/or Bylaws of the Club.

ARTICLE 1: Name

The name of the organization shall be **The Ohio Radio Kontrol Society, Inc.**, a 501(c)(3) non-profit corporation, herein referred to as **TORKS**.

ARTICLE 2: Membership

All persons interested in radio controlled model aircraft shall be eligible for membership.

ARTICLE 3: Purpose

It is the purpose of **TORKS** to be a not for profit organization formed to promote interest in model aviation, to maintain a field for flying, to organize and promote flying events, to promote the interests of its members, and to be a chartered club of the Academy of Model Aeronautics (AMA).

ARTICLE 4: Officers

Section 1: The Officers of **TORKS** shall be President, Vice President, Secretary, and Treasurer.

Section 2: The officers of **TORKS** shall be elected for a term of one year by the majority vote of the voting members present at the annual March meeting or voting by absentee ballot. Absentee votes may be cast by the written authorization of the absent voting member. E-mail or Fax transmission is permissible provided that the absentee ballot is transmitted to the Secretary or designee not less than twenty four hours prior to the annual March meeting. Eligible candidates shall be announced at the business meeting in February.

Section 3: Vacancies occurring between elections must be filled by special elections at the first meeting following withdrawal, resignation, or termination. If the vacancy is the office of President, then the Vice President shall assume the office of President until the vacancy is filled by special election as set forth above.

ARTICLE 5: Directors

Section 1: There shall be three Directors each elected for a three year term.

Section 2: One Director shall be elected at each annual March meeting using the procedure set forth for the election of officers in Article 4, Section 2.

Section 3: The elections for Directors shall be staggered so that one position is available for a vote annually.

Section 4: Vacancies occurring between elections must be filled by special elections at the first meeting following withdrawal, resignation, or termination. The replacement Director shall complete the term of the vacated Director.

ARTICLE 6: Executive Committee

Section 1: The Executive committee shall consist of the Officers and Directors.

Section 2: The Executive Committee may, without specific Membership approval, approve the expenditure of TORKS funds for TORKS purposes in amounts not to exceed an amount approved by the TORKS membership by resolution at the April meeting.

ARTICLE 7: Recall of Elected Officials

Elected officials may be removed by a two thirds (2/3rds) vote of all voting members at a meeting called for that purpose. Absentee votes may be cast to the Secretary or designee by the written and signed authorization of the absent voting member. E-mail, or Fax transmission is permissible provided that any absentee ballot is transmitted to the Secretary or designee not less than twenty four hours prior to the scheduled time of the meeting.

ARTICLE 8: Duties of the Officers

Section 1: The President shall preside at all meetings. The President shall enforce the Bylaws; decide all questions of order; sign all official documents adopted by TORKS; act as the spokesperson for the club; and perform all other duties pertaining to the office of President. Committee and Subcommittee Chairs shall be appointed annually by the President.

Section 2: The Vice President shall oversee the committees of TORKS. In the absence of the President, the Vice President shall assume all the duties of the President.

Section 3: The Secretary shall have custody of all records of TORKS, including the Bylaws, membership lists, and correspondence. The Secretary shall prepare and maintain minutes of business or special meetings to be submitted for approval at the next subsequent business meeting. At the expiration of the Secretary's term, all items belonging to TORKS shall be passed to the Secretary's successor.

Section 4: The Treasurer shall receive and account for all monies paid to TORKS, keep an accurate account of all monies received and expended, and pay bills as authorized for payment as provided in the Bylaws. The Treasurer shall maintain an up-to-date membership roster and serve as a liaison with the AMA to keep their roster up-to-date with the TORKS membership roster. At each business meeting, the Treasurer shall submit an itemized statement of income and expenses. At the expiration of the Treasurer's term, all items belonging to TORKS shall be passed to the Treasurer's successor.

The Treasurer is authorized to pay reasonable and necessary expenses of TORKS without prior authorization of the membership up to a fixed limit amount decided by the voting members at the April meeting. Those expenses include, by way of example and not limitation, office type supplies, payment of annual insurance premiums for insurance policies purchased by TORKS, payment of TORKS bank account fees, and the payment of TORKS membership fees to the Academy of Model Aeronautics. The Executive Committee shall submit a budget of annual expenses for approval of TORKS at the April meeting. Expenses within the approved amount may be paid or reimbursed by the Treasurer without further approval.

The Treasurer shall be bonded, or in the alternative, two signatories shall be required for the signing of any TORKS financial documents. At a minimum, one signatory shall be the Treasurer and the second signatory shall be any member of the Executive Committee.

ARTICLE 9: Meetings

Section 1: Business meetings shall be held at a predetermined place on the fourth Sunday of each month except November and December.

Section 2: Should there be a conflict with the business meeting date due to holiday or event, the Executive Committee shall determine the substitute date.

Section 3: At any TORKS meeting, a minimum of 25% (twenty five percent) of the voting members shall constitute a quorum for the transaction of business.

Life Members are included in the quorum only when they cast a vote for each particular motion.

Section 4: Meeting Structure:
Roll Call
Secretary's Report
Treasurer's Report
President's Report
Old Business
New Business
Adjournment

Section 5: Methodology of Voting:

- A matter requiring a vote shall first be proposed by making a motion by a voting member.
- Upon receiving a second there shall be a discussion.
- Following the discussion the secretary or designee shall read the final version of the motion (taking into consideration any amendments to the motion).
- Following the final reading there shall be the vote by the voting members.
- The methodology of the voting shall be decided by the presiding officer, i.e., simple hand vote (yea, nay, or abstention) or by secret ballot.
- A simple majority (51% plus) of the voting members is required to pass the motion.
- Tabling the motion – Should it be apparent that more information is required to decide a motion, the presiding officer or any voting member may make a motion for tabling the discussion. The voting methodology is the same. Tabled motions shall be presented first under old business at the next business meeting of the club. The presiding officer may appoint a temporary committee to research the motion and present their findings at the following business meeting during the discussion of the tabled motion.
- Decorum – the presiding officer shall be responsible for the decorum of the meeting. Side discussions not pertinent to the motion shall be deemed out of order requiring a focus on the original motion.
- Tie Breaker – the presiding officer shall be the tie breaker for any vote.

Section 6: Special Meetings:

Special club meetings may be called by the President upon the written request of any five (5) TORKS members. Notices will be sent to members concerning special meetings and the reason for the meeting. Only business designated by notice will be transacted at a special meeting. Notices will be sent via regular mail or e-mail to arrive not less than seven (7) days before the meeting.

ARTICLE 10: Membership

Section 1: A limit to the number of members allowable in any category may be set by resolution of a vote by the voting club members. The recording of such cap shall be maintained by the Secretary in the club minutes.

Section 2: Membership Categories

Regular membership is for those persons 19 years of age or older. It grants all TORKS privileges including the right to hold an office and to vote. Valid AMA membership is required. Regular members are subject to dues as set forth at the February business meeting of each year.

Family membership is for each additional family member living in the same household as a regular member. The family member 19 years or older pays 50% of the required dues as set forth at the February business meeting of each year and may vote and hold office. There are no dues required for family members 18 years of age or younger and they may not vote or hold office. Valid AMA membership is required for flying privileges.

Junior membership is for members 18 years of age or younger and who are not qualified to be a family member. They are accepted as Junior members. Due to liability issues, Junior members are required to have a parent or legal guardian at the field whenever they are flying. There are no dues required for this category. Valid AMA membership is required for flying privileges. Junior members may not vote or hold office.

Honorary membership may be considered for a person that has extraordinarily promoted or otherwise contributed to TORKS activities. A candidate for honorary membership is to be proposed in writing, by any regular member in good standing, to the Executive Committee. The written proposal shall have a minimum of four signatures of recommendation from other regular members. The Executive Committee shall make the final determination for this category. A designated Executive Committee member shall notify the sponsor of the proposal of its decision. Candidates for this category rejected by the committee can be resubmitted after a minimum interim of one year. Members elected to this category shall be announced at the next regular business meeting of the club by the club President or designee. Honorary membership grants all TORKS privileges except for the right to hold a Club office and to vote. A valid AMA membership is required for flying privileges.

Proposals for this category should remain confidential between the sponsor and the Executive Committee. A regular member selected to be an Honorary Member shall be notified by the sponsor of this honor so that the honoree can be present at the meeting when the announcement shall be made at a club meeting.

Honorary Members may decline this category so as to preserve their ability to vote and hold office. In that case they can either apply to be a probationary member or remain a regular member. They may also decline this honor for any other reason.

Honorary memberships expire March 31st of each year. Consideration for each Honorary Member renewal shall be determined by the Executive Committee and announced at the March meeting of the Club.

Life membership may be considered for a regular member that has extraordinarily promoted or otherwise contributed to TORKS activities. A candidate for life membership may be proposed in writing, by any regular member in good standing, to the Executive Committee. The written proposal shall have a minimum of four signatures of recommendation from other regular members. The Executive Committee shall make the final determination for this category. A designated Executive Committee member shall notify the sponsor of the proposal of its decision. Candidates for this category rejected by the committee can be resubmitted after a minimum interim of one year. Members elected to this category shall be announced at the next regular business meeting of the club by the club President or designee. Life membership grants all TORKS privileges including the right to hold a Club office and to vote. Only when a Life Member casts a vote shall they be included in the quorum for voting matters. A valid AMA membership is required for flying privileges.

Proposals for this category should remain confidential between the sponsor and the Executive Committee. A regular member selected to be a Life Member shall be notified by the sponsor of this honor so that the honoree can be present at the meeting when the announcement shall be made at a club meeting.

Life Members shall notify the club Secretary by March 31st of each year of their interest in remaining a Life Member of TORKS. Failure to do so may result in their removal from the TORKS membership at the discretion of the Executive Committee.

Section 3: Resignation – Any member may resign his/her membership by giving written notice to TORKS via the Secretary or any member of the Executive

Committee. Resigning members are not entitled to any refunds of dues, assessments, or any fees paid to TORKS.

ARTICLE 11: Dues and Assessments

Section 1: The amount of dues for Regular as well as the amount of the initiation fee for new members and its structure of payments shall be voted upon by the voting members at the February meeting or at any other club meeting if necessary based on the recommendation of the Executive Committee.

Section 2: Yearly dues must be received by the club Treasurer by March 31. Members who join in January, February, or March of any calendar year will be automatically renewed in March of that calendar year. Members not paid by this deadline will owe a \$20 late fee. Any member subject to the late fee will have thirty (30) days to pay dues and late fees. The late fee may not be waived and the Treasurer shall not accept dues received after the March 31 deadline until the late fee has been paid.

Section 3: Recommendations for an assessment may be made by the Executive Committee and requires a simple majority vote from the voting members at a club business meeting or special meeting called for that purpose. The membership shall be notified in writing of any pending recommendation for any assessment by being first published in the TORKS TALK, direct e-mail, and/or direct standard mail prior to the presentation at a club meeting.

Section 4: Failure to pay dues and assessments by the end of April may result in the process of membership termination as described in Article 13, Section 1. Anyone whose membership has been terminated for this reason may reapply for the appropriate category of membership. Any previous Regular member who left the club in good standing wishing to renew as a returning Regular member may do so as described in Article 10, Section 3.

ARTICLE 12: Process of Membership Termination

Section 1: Any member who defaults in membership dues or assessments for more than thirty (30) days shall be served with a written notice sent by the Secretary through U.S. mail to pay the amount due within fourteen (14) days. If the dues are not paid within the time allowed, the member may be dropped from the membership roster as an active member.

Section 2: Expulsion - Members may be subject to expulsion for conduct hostile to the model aircraft community or to the interests of TORKS, as well as significant safety violations (see Article 16). No member shall be expelled without first having been provided verbal and written notice of the grounds for expulsion and an opportunity for a hearing before the Executive

Committee. If, after meeting with the Executive Committee, the committee wishes to pursue a punitive action that affects the member's status, then the matter shall be presented at a club business or special meeting. Notification of expulsion proceedings shall be published in TORKS TALK prior to the meeting. In addition to TORKS TALK, notice may also be given by e-mail or postal mail. At that meeting the Executive Committee shall make their report and recommendations to the club membership. The alleged offender shall then have opportunity for rebuttal and to plead their case. Upon motion and simple majority vote by secret ballot by the voting membership present at the meeting any of the following actions may take place: Permanent revocation of club membership; temporary suspension of club membership privileges; verbal and written warning with or without institution of a probationary period; or no punitive action at all. Once the process for possible expulsion has commenced, the alleged offender's club privileges shall be considered suspended until the matter has been resolved.

ARTICLE 13: TORKS COMMITTEES

Committee chairpersons and Committee members must be members in good standing, and are appointed by the President for terms of one year each. Ad Hoc Committees may be appointed at the discretion of the President. The President shall be an ex officio member of each committee. Standing committees are:

The Safety Committee:

- Shall have a minimum of one person.
- Shall evaluate and make recommendations to the Executive Committee regarding the safe operation of model aircraft as well as safe field operations.
- Shall evaluate and report to the Executive Committee field rule infractions reported to the Safety Committee by TORKS members.
- Shall manage the Grievance Procedures as defined in Article 15 of the Bylaws.

The Public Affairs Committee:

- Shall be the official spokespersons for the Club with respect to information conveyed to various media services whether by a written article or verbal interview. The Chairperson of the Public Affairs Committee shall be titled *Public Information Officer* and must approve all information before it is conveyed to the news media. The PIO may relegate this authority to others for specific TORKS events.

- Individual members are encouraged to promote the radio controlled model aircraft hobby in the community; however, no individual member may serve as a spokesperson for The Ohio Radio Kontrol Society, Inc. Requests by the media for information that pertains specifically to TORKS shall be directed to the Public Information Officer, if available, otherwise to a TORKS officer.

The Nominating Committee:

- Shall nominate Club officers and shall be comprised of the immediate past President, the current President, the Vice President, and one individual selected by the President. Members otherwise eligible to hold office shall not be precluded from nomination by reason of membership on the Nominating Committee.

The Event Committee:

- Shall be comprised of at least two members appointed by the President and chaired by the Vice-President.
- Shall plan and manage club member events (i.e. Fun Fly events, Club challenges, Family Day, etc.)
- Shall oversee all sanctioned flying event sub committees.

The Orientation Committee:

- Shall be comprised of at least one appointed member.
- A member of this committee shall conduct an introductory session with each new member covering:
 - **AMA** and **TORKS** rules review
 - **TORKS** frequency control procedures
 - Field rules and conduct
 - Work expectations
 - Flight line safety
 - Tests for flight skill level

The Field Committee:

- Shall be made up of a Chairman appointed by the President.
- The Chairman will select other members to oversee field maintenance and to keep the equipment in running order.
- The Chairman will oversee the field security.
- Shall be responsible for managing the paved and unpaved runways as well as parking areas and other structures located at the field.

Club Media Committees:

- The Club shall maintain an active web site at www.TORKS.com. The webmaster is the member of the club who is responsible for keeping the web site up to date. Members may provide appropriate content to the webmaster for posting. The duties of the webmaster position may be shared by more than one person.

- **TORKS TALK**, the club newsletter, shall be published once each month except in December and shall be distributed at least 4 days prior to the monthly meeting. The editor will accept articles from members which they have written or which they have found in other sources. Please submit articles to the editor before the 15th of the month for publication in the newsletter for that month. TORKS TALK is published as a means of disseminating information to members, and other interested organizations.

Content guidelines include:

- Information relating to club activities, events, contests, etc. is acceptable. Articles relating to model aviation are encouraged. Information about member activities is admissible.
- Articles submitted by members must be identified as to origin. No anonymous articles will be accepted.
- Articles from other publications must be identified so recognition can be given.
- Paid advertising is acceptable from commercial entities. Free advertising will also be accepted from entities that participate in club events.
- Members may advertise items for sale at no cost.
- The Editor may refuse any item if deemed obscene, vulgar, inflammatory, etc., or otherwise inappropriate.

ARTICLE 14: RULES

Section 1: TORKS shall establish rules for the safe conduct of model aviation at the TORKS field herein referred to as FIELD RULES. These shall be evaluated annually, updated as necessary, and adopted by resolution at the March meeting.

ARTICLE 15: ENFORCEMENT OF RULES

There shall be a process for enforcement of club rules herein referred to as the Grievance Procedure:

If a complaint is of a serious nature or cannot be resolved informally, then the matter shall be referred to the Safety Committee for its consideration by means of a Grievance Form to be filled out and given to one of its members. At least one witness is required to sign the Grievance Form.

The Safety Committee shall evaluate and respond to the Grievance Form thusly:

- **FIRST VIOLATION** – Viewpoints of both complainants and the accused will be considered. The complainant's name will be disclosed to the accused. A verbal reprimand may be given to the accused by the Safety Committee, reported to the Executive Committee, and recorded in the club records.

- SECOND VIOLATION – The accused has the right to a written rebuttal to be reviewed by the Safety Committee. If the Safety Committee so decides, the flying privileges of the accused will be suspended for 30 (thirty) days. Written notice of this suspension shall be issued to the accused and a copy published in the TORKS TALK, reported to the Executive Committee, and recorded in the club records.
- THIRD VIOLATION – The Safety Committee will notify the accused rules violator, in writing, that their flying privileges are immediately suspended. The Safety Committee shall notify the Executive Committee of this action so they (the Executive Committee) may begin the process of membership termination as described in Article 13 of the Bylaws.

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

ANY MEMBER RECEIVING A GRIEVANCE, WHO DIRECTS ANY RETALIATION ACTION AGAINST THE PERSON(S) FILING SAID GRIEVANCE, WILL BE SUBJECT TO IMMEDIATE PERMANENT EXPULSION FROM THE CLUB. THIS IS TO INCLUDE THREATS, INTIMIDATION, PHYSICAL HARM, INTENTIONAL EQUIPMENT DAMAGE, OR ANY OTHER ACTION DEEMED TO BE RETALIATORY BY THE EXECUTIVE COMMITTEE.

ARTICLE 16: Dissolution of TORKS

In the event a majority of the members vote to dissolve The Ohio Radio Kontrol Society, Inc., the Executive Committee shall designate a person or committee to conduct an accounting of the assets and liabilities of said corporation; and such person or committee shall be charged with the responsibility to satisfy all outstanding liabilities. After all outstanding liabilities are satisfied, any remaining assets shall be distributed to the Academy of Model Aeronautics, or its successor; with the provision that said organization is a qualified non-profit organization within the meaning of section 501-C-3 of the Internal Revenue Code, or the corresponding section of any future federal tax code at the time of distribution. In the event said organization is not a qualified non-profit organization as stated above, or in the event said organization no longer exists, or is unable or unwilling to accept said assets, said assets shall be distributed for one or more exempt purposes within the meaning of section 501-C-3 of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation 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. In the event a majority of the members in good standing (hereinafter dissolving members) of TORKS, Inc., (hereinafter the entity) votes to dissolve the entity, a minority of the

members in good standing (hereinafter minority members) may agree to continue the entity by agreeing, in writing, to continue to operate the entity in accordance with State and Federal law; to assume all debts and liabilities of the entity; and to give to the dissolving members written assurances to defend, indemnify, and hold harmless the dissolving members from any liability arising after the date of the written assurances. This writing shall set forth the names and addresses of all members in good standing as of the date of the writing and shall indicate which members are dissolving members, which members are minority members, and which members failed to take a position on the issue. This writing shall also state that all assets of the entity shall remain with the entity and shall not be distributed to any member other than in exchange for goods or services received by the non-profit corporation from or represent debt(s) owed to the member(s) in question. The minority members shall have sixty days from the date the members vote to dissolve the entity to prepare and execute the aforementioned written assurances. This deadline may be extended by majority vote of the dissolving members and said vote shall be entered into the minutes of the entity. In the event the written assurances are prepared and executed in accordance with the requirements of this section, the vote to dissolve will be null and void and the minority members shall continue to operate the entity in accordance with the constitution and bylaws of the entity as well as State and Federal law.

ARTICLE 17: Non-discrimination

TORKS shall not practice any unlawful discrimination against any person or group on the basis of race, color, sex, sexual preference or orientation, religion, ancestry, national origin, disability, or age.

ARTICLE 18: Amendments

Section 1: Proposals for amendments to the BYLAWS shall be submitted in writing at a business or special meeting to the Secretary or designee. The proposed amendment shall be presented by motion by the author. If seconded, a discussion shall occur. A final reading shall be read and then conveyed to the entire membership in its final form.

Section 2: The vote for the discussed amendment shall occur at the subsequent business or special meeting. The BYLAWS may be amended by a minimum 51% in favor vote of the voting members voting in person or by absentee ballot. Absentee votes may be cast to the Secretary or designee by the written authorization of the absent voting member not later than twenty four hours prior to the meeting. E-mail or Fax transmission is permissible.

Only when a Life Member casts a vote shall they be included in the quorum for voting matters.

Bylaws adopted March 25, 2012; Amended March 24, 2013; Amended June 30, 2013; Amended July 28, 2013; Amended February 23, 2014; Amended June 29, 2014; Amended July 28, 2019.

AMENDMENT ACTIONS

- 3/24/2013 – By a majority vote of the voting members the AFFILIATE MEMBERSHIP category is eliminated and all references to it have been removed.
- 6/30/2013 - By a majority vote of the voting members Article 11 Section 1 is amended by adding “as well as the amount of the initiation fee and its structure of payment,” and “or at any other club meeting if necessary.” Also changed is Article 12 Section 1 “as established in Article 11 Section 1.” Thereby the \$150 initiation is eliminated.
- 7/28/2013 - By a majority vote of the voting members Article 8 Section 4 Third paragraph is amended by adding to “The Treasurer shall be bonded,” or in the alternative, two signatories shall be required for the signing of any TORKS financial documents. At a minimum, one signatory shall be the Treasurer and the second signatory shall be any member of the Executive Committee.
- 2/23/2014 - By a majority vote of the voting members all words “eligible” when it appeared before the word voting have been removed. Honorary members shall be re-evaluated for continuance of their Honorary membership by the Executive Committee and determination to be announced at the March meeting. An additional requirement for the Life Member has been added in which the Life Member shall only be counted towards the quorum when they cast a vote. Life members are also required to notify TORKS annually of their desire to continue as a Life Member of TORKS. Article 3 Purpose changes the word “contests” to “events.” Article 10 Section 3 had added to it that reinstatement of previous members required a majority vote of the voting members per Article 9 Section 5. The Orientation Committee has been reduced from a minimum of four to a minimum of two members.
- 6/29/2014 - By the unanimous vote of the voting members the old Section 3 of Article 10 was removed. All persons henceforth applying for membership, whether a former TORKS member or not, shall go through the probationary member process.
- 7/28/2019 – By the majority vote of all the voting members are the following changes: Article 9 – meeting date changed from last Sunday of the month to the fourth Sunday of the month; Article 10 Section 2 – the probationary category is eliminated – all subsequent probationary items are removed;

Article 13 - the event committee goes from three to two members, orientation committee goes from two to one member; Article numbers renumbered since probationary category removed.