

ORANGE COUNTY MODELERS' ASSOCIATION BY-LAWS

Preface

The following are the Bylaws of the Orange County Modelers' Association, Inc., a nonprofit California Corporation. This Corporation has been formed to facilitate the public's engagement in all facets of modeling activities through educational events and programs and the creation and maintenance of modeling facilities. All present and future Directors, volunteers, employees and other associates of the Orange County Modelers' Association, Inc. are subject to these Bylaws, and to any rules, regulations and policies adopted by its Board of Directors.

ARTICLE I

NAME

The name of this organization shall be the "ORANGE COUNTY MODELERS' ASSOCIATION" (hereinafter referred to as OCMA), a California Non-Profit Corporation.

ARTICLE II

Purpose

2.1 This Corporation is organized exclusively for educational, charitable, literary and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) 3 of the internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

2.2 The specific purpose of this Corporation is to provide the public with modeling facilities, promotional events and educational programs focused on many aspects of modeling. This Corporation shall, to the extent possible, provide the public with locations and educational activities which expose people to the many facets of modeling, including building and operating remote controlled airplanes, cars, boats, model rockets, U-control etc., and it will attempt to teach individuals the skills required to build and operate these models safely. This Corporation will also contribute to the public welfare by periodically holding modeling events designed to generate charitable donations for the disadvantaged members of our society. This Corporation shall also have the purpose of supporting local modeling clubs that engage in educational and charitable programs and advance the hobby of modeling including those clubs that participate in modeling activities at OCMA facilities. OCMA is an association of local modeling clubs located in and around Orange County, California.

ARTICLE III

Membership

3.1 Membership in OCMA shall be open to all persons without bias of race, sex, age, religion, creed, etc. For persons without modeling experience, opportunities to use OCMA facilities free of charge, while under the direct supervision of an experienced OCMA member, shall be made available. OCMA provides this opportunity to make entry into the hobby as convenient as possible. Further, some of OCMA's Participating Clubs (PC) may provide an individual with a complete training program free of charge with their participation in that PC. Since modeling, especially remote controlled models, can be

dangerous, OCMA requires that persons seeking to use an OCMA facilities, or seeking to become a member of OCMA, first obtain liability insurance through OCMA's national sanctioning body the Academy of Model Aeronautics (AMA). AMA is a non-profit 501(c) (3) Corporation that also provides educational and modeling information to its membership and public at large.

3.2 In an effort to grow modeling interest in the community, OCMA supports local modeling clubs by accepting them as a PC of OCMA. OCMA will accept a local club as a PC provided it can demonstrate that it is financially managed as a not-for-profit organization and it has programs that promote the hobby and benefit their members. Local clubs that are an OCMA PC will have their individual members eligible to use OCMA facilities. Local clubs are not required to be a PC of OCMA, however, for a local club's members to be eligible to use an OCMA facility, they must be a member of at least one of OCMA's PCs. OCMA requires a participation fee from those seeking to use an OCMA facility to offset the cost for those facilities. Facility expenses that OCMA can occur include; rent, site development, maintenance and repairs.

3.3 The BoD shall create a membership information guide that explains how an individual or local club can participate at OCMA facilities. The guide shall include OCMA's non-- discrimination policy, costs, and requirements. The BoD shall review this Membership Information Guide on an as needed basis.

ARTICLE IV

Board of Directors

4.1 The Board of Directors shall be the governing administrative body of the Corporation. The Board shall be responsible for setting such policies and regulations therefore not prohibited by statute or by the Articles of Incorporation or these Bylaws. The Board of Directors shall provide support to the employees, if any, of the Corporation.

4.2 The Board shall consist of not less than five (5) or more than seven (7) Directors.

4.3 The Directors of the Corporation initially shall be appointed by the Incorporator for a term up to the Corporation's annual meeting in June. From that point on, the succeeding Directors shall be elected by OCMA's Participating Club Delegates.

4.4 The terms of office of the Directors shall be one (1) year.

4.5 Each OCMA PC appoints one of their members to serve as a Delegate to OCMA. It is the job of the Delegate to attend OCMA meetings, report on OCMA matters to their respective clubs and to vote annually for the OCMA BoD. With the exception of the annual BoD election, the Delegates do not have voting rights.

4.6 Unexcused absence from four (4) consecutive meetings of the Board of Directors shall be due cause for removal of a Director by a two-thirds (2/3) vote of the BoD.

4.7 A majority of the Directors in office shall be necessary at all Board meetings to constitute a quorum for the transaction of business. If there be less than a quorum present at any meeting of the Board, the majority of those present may cancel the meeting or reschedule the meeting to another time. At the rescheduled meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice, provided a quorum is present at such deferred meetings.

4.8 Each Director shall possess one vote in matters coming before the Board. All voting at meetings of the Board shall be by each Director in person, however, voting by proxy shall be allowed.

4.9 Any decision or action that may be taken by the Directors at a meeting may be done without a meeting, if consent in writing (e-mails may be used to satisfy this requirement) setting forth the decision or action is signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

4.10 The Board may appoint one (1) or more committees that consist of one (1) or more Directors or no Directors. Such committees, if composed entirely of Board members, shall have and exercise, to the extent provided in the resolution that establishes such committee, the authority of the Board in the management of the Corporation except as limited by law

4.11 Any Director may resign by submitting a written resignation to the Board. Such resignation shall become effective immediately without the necessity of acceptance unless otherwise specified in the resignation. If vacancies on the BoD occur, an affirmative vote of two-thirds (2/3) of the Directors in office shall be necessary to elect a replacement Director for a term effective until the next election by the PC Delegates. Vacancies shall be filled within a three month period or the BoD may modify the number of Directors within the limits set in Section 2 of this Article.

4.12 No Board member or officer shall receive compensation for their service as Director or Officer. Board members may serve the Corporation in other capacities (as staff: instructors, etc.) and may be paid reasonable and customary fees for their services in these other capacities.

4.13 The Board of Directors shall consist of the following officers (1) President, (2) Vice-President, (3) Secretary, and (4) Treasurer and (5) Safety Officer.

4.14 Any Director may be removed from the BoD with proper cause as determined by the majority of the Directors. A two-thirds (2/3) vote is necessary to remove a Director. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting, if that Director is present. No more than two Directors may be removed at any single meeting.

ARTICLE V

Duties of the Officers and Delegates

5.1 The President shall execute all contracts and other instruments of the Corporation as authorized by the Board of Directors; preside at all meetings of the Corporation; initiate calling meetings of the Board; and perform all such other duties usually inherent in such office or those properly required by the Board .

5.2 The Vice-President shall act for the President when he/she is unable to serve. The Vice-President's duties shall include the coordination of OCMA's PC, including the administration of PC record collection for OCMA review and re-evaluation purposes.

5.3 The Secretary shall keep minutes of all meetings and shall provide meeting information to all OCMA members. The Secretary shall maintain a roster of names, addresses, and telephone numbers of all current members, and shall serve as Chairperson of the Membership Committee and perform such

other duties as are incident to his or her office, or are properly required of the Secretary by the Board of Directors.

5.4 The Treasurer shall have the custody of all moneys and securities of the Corporation; keep regular books of account; disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; render to the Board of Directors from time to time as may be required of the Treasurer an account of all his or her transactions as Treasurer and of the financial condition of the Corporation; and perform such other duties incident to such office or properly required of the Treasurer by the Board of Directors. All corporate accounts shall require the signature of the President and Treasurer in order to move or withdraw funds. The 5.5 Treasurer shall collect and maintain all monies due, and shall keep a detailed record of all monies received and disbursed by the OCMA All checks written in any OCMA bank account or savings account shall have both the signatures of the President and the Treasurer. A financial report shall be presented at each regular meeting.

5.6 The Safety Officer shall be responsible for advising the BoD on all matters related to general safety, safe flight operations, and safety code/flight rule enforcement and shall make recommendations for changes to existing safety rules or new rules/operations. The Safety Officer shall work with appointed safety advisors specializing in specific model aircraft interests.

5.7 In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any Director.

5.8 Each Delegate from each PC shall attend all OCMA's regularly scheduled meetings. The delegates are each responsible for reporting OCMA business to their respective club, as well participating in discussions on matters of OCMA business at OCMA regular meetings. If a delegate is absent at regular meetings more than four times during the delegate's term, and then OCMA shall notify the delegate's PC, to recommend the appointment of a substitute delegate.

5.9 Any dispute resulting from interpretation of the Bylaws will be conclusively resolved by a majority vote of a quorum of the BoD at a regularly scheduled meeting.

ARTICLE VI

Standing Committees

Each chairperson of each standing committee of the OCMA shall be appointed by the President to serve throughout the President's tenure of office. The following are possible committees: Program Committee, Public Relations Committee, Contest Committee and County Relations Committee. The President, as required, may name additional special committees, from time to time.

ARTICLE VII

Meetings

7.1 General business meetings of the OCMA BoD shall normally be held each month.

7.2 Members will be advised of the time and place of meetings by announcement at the previous meeting and by the OCMA's web site.

7.3 The President or a majority of the BoD may call special meetings at any other time during the month. Proper notice is required for all special meetings and shall include notice to all BoD members and posting on the OCMA web site at least three days prior to the date of the special meeting.

7.4 Except as otherwise provided by statute, by the Articles of incorporation, or by these Bylaws, passage of any matter submitted to vote at a meeting where a quorum is in attendance shall require the affirmative vote of the majority of the voting power present.

7.5 The regular meeting held in June of each year shall be known as the Annual Meeting and shall be for the purpose of electing officers in addition to any other business that may come before the BoD.

7.6 The parliamentary authority for all meetings of OCMA shall be Robert's Rules of Order and these Bylaws.

7.7 Individual OCMA members, including non-delegates, are encouraged to attend the regular OCMA meetings, however, individual members of the PC's and the PC's delegates do not have voting rights. Should an individual member have issues or suggestions for OCMA business, they are to direct such issues to their PC's delegate.

ARTICLE VIII

Information

All members or persons anticipating membership in OCMA shall be provided with a copy of the Bylaws if requested and such other OCMA information as the BoD shall deem necessary.

ARTICLE IX

Amendments

Any Director at any general meeting of the OCMA may introduce amendments to Bylaws in writing for consideration by the BoD. Notice of any proposed amendment shall be promptly posted on the OCMA web page upon acceptance of said amendment by the BoD. No action on the proposed amendment can occur until the next general meeting of the OCMA BoD, or thereafter. Amendments to the Bylaws must be approved by a two-thirds (2/3) vote of all BoD members present at a regularly scheduled meeting of the BoD.

ARTICLE X

OCMA Flying Field Safety Rules

10.1 Flying Field Safety Rules are established over the signature of the President, subject to approval of the BoD at a regularly scheduled general meeting.

10.2 These rules are applicable to all persons at the field when flight operations are in progress. During special events exceptions to the Field Safety Rules may be considered by the BoD in consultation with the event Contest Director.

10.3 These rules are published and regularly updated on the OCMA website. The rules are also available upon request by a member. These rules are binding upon all members after being posted on the OCMA website. Violation of these rules (after the rules are published on the OCMA website) can be grounds for expulsion, termination or suspension of membership in accordance with Article XV. It is the duty of every member to familiarize him or herself with the most current rules before engaging in any activities at the modeling facilities operated by OCMA.

ARTICLE XI

Director Liability Limitations

11.1 A Director shall have no liability to the Corporation for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by the Director, or for any transaction from which the Director will personally receive a benefit in money, property or services to which the Director is not legally entitled. If the California Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the full extent permitted by the California Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

11.2 Directors of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, where the Director votes or assents to a distribution which is unlawful or violates the requirements of these Bylaws or the Articles of Incorporation, or for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled.

ARTICLE XII

Indemnification

12.1 *Right to Indemnification:* Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation or, while a Director or officer, he or she is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in any official capacity as a Director, trustee, officer, employee or agent or in any other capacity while serving as a Director, trustee, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection

with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section I shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or officer is not entitled to be indemnified under this Section 1 or otherwise.

12.2 Right of Claimant to Bring Suit: If a claim for which indemnification is required under Section 1 of this Article is not paid in full by the Corporation within sixty (60) Days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its formal disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members, if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members, if any) that the claimant is not entitled to indemnification or to the reimbursement or advancement or expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

12.3 Nonexclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its formal disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested Directors or otherwise.

12.4 Insurance: The Corporation may maintain insurance at its expense to protect itself and any Director, trustee, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such persons against such expense, liability or loss under the California Business Corporation Act, as applied to nonprofit corporations. The Corporation may, without further membership action, enter into contracts with any Director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure payment of such amounts as may be necessary to effect indemnification as provided in this Article.

12.5 Indemnification of Employees and Agents of the Corporation: The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the California Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE XIII

Accounting Year

The Corporation's accounting year shall be from January 1 through December 31 of each year.

ARTICLE XIV

Titles

The titles and numbering of the Articles and Sections of these Bylaws are for convenience only, and do not alter, affect, or add to these bylaws.

ARTICLE XV

Resignation, Termination, Disciplinary Action, Exclusion, Expulsion, and Reinstatement of Membership

15.1 Any member in good standing may resign his membership by giving notice verbally or in writing to OCMA and turning in their gate key.

15.2 If any member ceases to have the qualifications necessary for membership in OCMA, his membership shall thereby terminate, subject to reinstatement upon restoration of eligibility.

15.3 Any individual may be suspended or terminated from membership by the OCMA Board of Directors (BoD) by a two-thirds (2/3) majority vote of the OCMA Officers if such suspension or termination can be made in good faith and in reasonable manner. The OCMA Officers must determine that:

- (a) such individual acted or failed to act intentionally, in reckless disregard or with gross negligence; and
- (b) that the individual's act or omission constitutes one or more of the following:
 - i. a violation of the OCMA Bylaws,
 - ii. a violation of the OCMA Flying Field Safety Rules,
 - iii. violation of the OCMA Waiver,
 - iv. the act or omission is detrimental to OCMA or to model aviation,
 - v. the individual has contacted any of OCMA's Stakeholders directly,
 - vi. the individual has caused discontent among the membership,
 - vii. the individual is known to bully members, or
 - viii. the individual has willfully brought any currently expelled member to the field

15.4 If the violation is serious enough, the OCMA BoD can schedule an emergency or regular meeting and by a two-thirds (2/3) majority vote of the OCMA Officers may impose an immediate temporary suspension pending the review procedure, as described in Section 15.5 of Article XV.

Upon receiving a temporary suspension, the member must surrender their key and badge. Notice of immediate temporary suspension will be mailed to the member via certified mail to the last known address of the member.

15.5 Expulsion from membership is subject to the following procedures and rights.

- A. A written statement of formal charges against a member suspected of such an act or omission and a written notice of proposed expulsion from membership, stating the date, time, and place where such action is to be considered by the OCMA BoD, shall be drafted under the direction of the President.
- B. At least fifteen (15) days before such action is to be considered, the written statement of formal charges and the written notice of proposed expulsion shall be mailed by certified mail to the last known address of the member. The written statement of formal charges and the written notice of proposed expulsion shall be e-mailed to each member of the OCMA BoD and Participating Club Delegates.
- C. The charges and proposed expulsion shall be considered by the OCMA BoD in a hearing at the date, time, and place specified in the notice of proposed expulsion. At the hearing, the member charged shall have an opportunity to present a defense, and a record of the proceedings shall be kept.
- D. The vote of the OCMA BoD regarding the proposed expulsion shall be by secret ballot. To assure neutrality, any member of the OCMA BoD representing the member charged or representing any party aggrieved by the acts or omissions under inquiry shall be disqualified from attending the hearing or voting upon the question of expulsion, and the two-thirds (2/3) majority vote necessary for expulsion shall be determined as if the OCMA BoD were reduced by the number of its members so disqualified.
- E. The member will be allowed to be heard by the OCMA Board of Directors, orally or in writing, not less than five (5) days before the effective date of the expulsion, termination or suspension. A majority OCMA Board of Directors has the authority to decide that the proposed expulsion, termination or suspension does not take place. If there is not a majority in agreement, the proposed expulsion, termination or suspension will take place.

15.6 Any member who is expelled from membership may be reinstated to membership only by a two-thirds (2/3) majority vote of the OCMA BoD.

15.7 The OCMA BoD shall have the authority to provide for and to impose disciplinary action for such acts or omissions described in 15.3 of Article which do not justify expulsion from membership.

Adoption

These Bylaws have been approved by the Board of Directors of the Orange County Modelers' Association, Inc. on January 19, 2021 during our regularly scheduled BoD meeting.

Tim Cardin, President

Nathan Stone, Secretary