

BYLAWS OF THE INDIAN RIVER KONTROL SOCIETY
a Florida Not-for-Profit Corporation

Article I: Name and Purpose

1.1 Name:

The name of this corporation shall be the Indian River Kontrol Society. ("IRKS" or the "Club").

1.2 Purpose:

The Club is organized as a Florida not for profit corporation to promote the hobby of radio-controlled (RC) model aviation, provide a safe flying environment at the Valkaria Airport (or other designated sites), and provide community education regarding aviation and aeronautics.

1.3 AMA Charter:

The Club shall maintain a current charter with the Academy of Model Aeronautics (AMA).

Article II: Members

2.1 Categories:

There shall be such classes of membership (e.g., Open, Youth, Family) as determined by the Board.

2.2 Requirements:

All flying members must maintain current AMA membership.

2.3 Resignation and Removal:

Any member may resign by written notice. Per FL Stat § 617.0607, a member may be expelled or suspended for cause (e.g., safety violations) provided they are given at least 15 days' prior written notice and an opportunity to be heard by the Board.

Article III: Meetings of Members

3.1 Annual Meeting:

The annual meeting shall be held in December for the purpose of electing Directors and Officers.

3.2 Special Meetings:

May be called by the President, the Board, or by a written request of at least 10% of the voting members.

3.3 Quorum:

Per Florida law, unless otherwise stated, a quorum consists of the members entitled to cast one-tenth (10%) of the total votes.

3.4 Notice:

Written notice of meetings must be provided to members at least 10 days (but not more than 60 days) in advance. Electronic notice (email) is valid in Florida.

3.5 Meeting Procedures: All proceedings and meetings of the Club and the Board shall be governed by the current edition of Robert's Rules of Order, to ensure consistent and fair governance, except in cases where they conflict with these Bylaws or Florida state law.

Article IV: Board of Directors

4.1 Number and Qualifications:

The Board shall consist of at least three (3) Directors (Florida legal minimum). Directors must be natural persons 18 years of age or older.

4.2 Terms:

Directors shall serve for a term of one year or until their successors are elected.

4.3 Powers:

The Board shall manage the business and affairs of the Club, including the establishment of "Field Safety Rules."

4.4 Vacancies:

Any vacancy on the Board may be filled by the affirmative vote of the majority of the remaining directors.

4.5 Board Decision Override: The general membership reserves the right to override decisions made by the Board. Any Board decision may be rescinded by a majority vote of the members present at a general or special meeting, provided that written notice of the intent to challenge the specific decision was sent to the membership at least seven (7) days prior to the meeting. Electronic notice (email) is valid in Florida.

Article V: Officers

5.1 Required Officers:

The Club shall have a President, a Secretary, and a Treasurer. (One person may hold two offices, except that the President may not also be the Secretary).

5.2 Additional Officers:

The Club shall have three additional Officers, a Safety Officer, a Vice President and a Membership Secretary

5.3 Duties:

- President: Chief Executive Officer; presides over meetings.
- Vice President: Assists the President, Coordinates events and activities.
- Secretary: Responsible for recording minutes of all meetings and maintaining corporate records (FL Stat § 617.1601).
- Treasurer: Responsible for the custody of funds and financial reporting to the membership.
- Safety Officer: Responsible for overseeing flight safety and to investigate incidents at the flying site.
- Membership Secretary: Responsible for collecting member dues and maintaining the club's roster.

Article VI: Committees

The Board shall create any committees as needed.

Article VII: Records and Finances

7.1 Inspection of Records:

Any member has the right to inspect and copy the books and records of the corporation at a reasonable time, provided they give 5 business days' notice.

7.2 Fiscal Year:

The fiscal year shall begin on January 1st and end on December 31st.

7.3 Financial Controls and Disbursements: The Treasurer shall be the primary authorized signatory on all Club bank accounts. For the protection and continuity of the Club, the President shall also be an authorized signatory. All routine expenditures require Board approval. Any single check, electronic transfer, or disbursement exceeding \$500.00 requires the signature or documented approval of two (2) authorized Officers.

Article VIII: Conflict of Interest

8.1 Disclosure:

Any Director or Officer having a financial interest in a contract or transaction presented to the Board shall disclose that interest and abstain from voting on the matter.

Article IX: Amendments

9.1 Procedure:

These Bylaws may be amended by a [two-thirds (2/3)] vote of the members present at any meeting where a quorum is established, provided notice of the proposed change was sent to members 10 days in advance.

Article X: Dissolution

10.1 Distribution of Assets:

Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(7) of the Internal Revenue Code, or to the Academy of Model Aeronautics, as determined by the Board.

Article XI: Indemnification 11.1 Protection of Officers and Directors: The Club shall indemnify any Director, Officer, or former Director or Officer of the Club against all expenses actually and reasonably incurred by them in connection with the defense of any action, suit, or proceeding to which they are made a party by reason of being or having been a Director or Officer. This indemnification shall not apply to matters in which the individual is adjudged to be liable for gross negligence, fraud, or willful misconduct in the performance of their duty to the Club.