

Constitution and By-Laws of National Free Flight Society, Inc.

Article I. Identification

Section 1. The name of this Corporation shall be National Free Flight Society, hereinafter called NFFS.

Section 2. The principal office of the NFFS shall be at 2317 Clawson, Royal Oak, Michigan 48073

Section 3. Mailing address shall be: National Free Flight Society, 5161 East Memorial Drive, Muncie, IN 47302

Section 4. Duration. The period of its existence in perpetual.

Article II. Purposes

Section 1. NFFS is organized exclusively for charitable, religious, educational, 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, or the corresponding section of any future federal tax code.

Section 2. NFFS will advance the science and industry of flight by promoting aeronautical engineering research through experimentation with model aviation.

Section 3. NFFS is organized and shall operate exclusively as a non-profit corporation whose purpose is to preserve, enhance and promote the interest in the sport and hobby of Free Flight model aircraft in all its forms.

Section 4. NFFS will develop and promote the educational, sporting and recreation aspects of Free Flight model aviation through participation in community and educational organizations, as it can be of benefit to other members of the community, the younger generation in particular.

Section 5. NFFS will serve as the organizational vehicle of the expression of the needs and requirements of its members to the Academy of Model Aeronautics and to other civic and governmental bodies, which serve or have an interest in the business of NFFS or Free Flight model aviation.

Section 6. NFFS will publish an official journal ten times yearly in which the current business of NFFS will be regularly displayed and in which all reports of the regular business, the officers or directors may be given proper notice. The journal will otherwise have such content, as the editor deems fit and proper in the service of its members and of the stated purpose of the NFFS.

Section 7. NFFS will cause to be created and will maintain on a regular basis the means for the recording and publishing of technical, theoretical and historical material germane to the field of Free Flight model aviation.

Article III. Membership

Section 1. Membership -- membership will be restricted to those persons whose current dues are paid and who meet the following conditions:

1. That a persons interest in membership shall be for the general good of Free Flight model aviation, and the goals of the NFFS.
2. That the member's conduct in the pursuit of model aviation shall be civil and sporting in a manner totally acceptable to the directors of NFFS.

Section 2. Dues -- The annual dues for membership in NFFS will be determined at the annual meeting of the Board of Directors and will be payable in terms acceptable to the Treasurer. Dues are for the anniversary year from receipt of the funded application.

Article IV. Directors

Section 1. Designation of Districts - Five Directors will be elected by the membership; one Director for the membership at large who shall be President and one Director/Vice President from each of four districts as follows:

East:

Connecticut, Wisconsin, New Jersey, Delaware, Maine, New York, Dist. of Columbia, Maryland, Ohio, Illinois, Massachusetts, Pennsylvania, Indiana, Michigan, Rhode Island, Kentucky, New Hampshire, Vermont

South:

Alabama, Mississippi, Tennessee, Arkansas, N. Carolina, Virginia, Georgia, S. Carolina, W. Virginia, Louisiana, Florida

West:

Alaska, Idaho, Utah, Arizona, Montana, Washington, California, Nevada, Hawaii, Oregon

Central:

Colorado, Missouri, Oklahoma, Iowa, Nebraska, S. Dakota, Kansas, New Mexico, Wyoming, Minnesota, N. Dakota, Texas

All Directors are to be current members of the NFFS in good standing.

Section 2. Period of Office -- Directors are elected for terms of four year.

Section 3. Vacancies - Vacancies in the Board of Directors shall be filled by appointment made by the Directors. Each person appointed to fill a vacancy shall remain a director until the next regular election for that district. The appointment to fill a vacancy, where the director represents a district, shall be made from the same district in which the vacancy occurred. If the President's office becomes vacant, his replacement will automatically fall to the vice president with the most seniority on the Board of Directors. The Board of Directors shall appoint a temporary Vice President to replace him. These offices will be held until the next regular election, when the vacant office of President will be filled. The acting President will resume his duties, as a Vice President at the time of the swearing in of a newly elected President and the appointed temporary Vice President will vacate the appointed office.

Section 4. Duties of Directors: The Directors are responsible to the membership of the NFFS and are required to represent their interests in all business conducted by the Board of directors. Directors are expected to support the programs and initiatives of the NFFS and to publicize these efforts on a regular basis in person, via the Digest, the NFFS website as well as other venues. Directors are to participate in the business of the Society by asserting leadership in committee activities, by attending called meetings, or appointing suitable proxy members, by responding to official requests in a timely fashion and by initiating ideas which will enhance the Society's interests.

Section 5. Quorum -- A majority of the Board of Directors shall constitute a quorum for the transaction of all business. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting except as otherwise provided by law, these Articles or By-Laws.

Section 6. The Chairman -- The Board of Directors shall be chaired by the President. The Chairman shall conduct the business of all meetings of the Board of Directors.

Section 7. Annual Meeting -- The annual meeting of the Board of Directors shall take place on a day and at a place in conjunction with the annual National Model Airplane Championships, during any large Championships conducted by NFFS, or at any time deemed necessary by a majority of the Board of Directors for the purpose of electing officers and for the transaction of such other business as may be brought before the meeting pursuant to appropriate notice thereof.
Meetings by Mail -- Meetings may be held by US Mail or by electronic mail when: a majority of the current Directors agree to conduct such a meeting. Business conducted by mail will be carried by a simple majority vote.

Section 8. Order of Business at the annual meeting:

1. Roll Call
2. Report of Officers
3. Report on the balloting for new directors, the qualifications on an installation of new directors.
4. Transaction of other business mentioned in the notice of the meeting.
5. Adjournment.

Provided there is no objection, the presiding officer may vary the Order of Business at his discretion.

Section 9. Notice of Meeting-- At least 20 days prior to the date of the annual meeting or special meeting, written notice of the time, place and purpose of such meeting shall be transmitted to each person entitled to vote at such meeting. . Every such notice shall be deemed duly served when the same has been deposited in the United States Mail with postage fully paid thereon, addressed to the member at his last address appearing on the original or duplicate ledger of NFFS or by its transmission in electronic form to the last known e-mail address of the recipient.

Section 10. Waiver of Notice -- Notice of the time, place and purpose of any meeting of the Board of Directors or any committee of NFFS may be waived in writing or electronic mail at any time by unanimous consent of the board of directors.

Article V - Officers

Section 1 President -- The President shall be elected by and from the general membership and shall be in office for a term of four years. The President shall lead the general active management of NFFS, shall see that all orders and resolutions of the Board of Directors are carried into effect, be an ex officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the Chief Executive Officer of a corporation. The President shall attend all meetings of the Board of Directors, shall insure that the records of the Society reflect true minutes of the proceedings of all such meetings, and shall keep in his custody the records of NFFS. The President shall perform such other duties as may be required by statute, By-Laws, or resolution and shall perform such other duties as may be delegated by the Board of Directors. The President shall be responsible for selecting replacements of personnel for the operating functions of NFFS, and maintain a record of votes and pertinent transactions and correspondence both written and electronic.

The Directors are empowered and required to appoint properly qualified persons to serve in the offices of Secretary and Treasurer. The offices of Secretary and Treasurer may be combined in an office within the organization's activities.

Section 2. Secretary -- The Secretary shall maintain the records of the official proceedings of the Board of Directors as well as any data pertinent to NFFS actions. The Board of Directors shall appoint the Secretary for an indefinite term of office.

Section 3. Treasurer -- The Treasurer shall have custody of all NFFS funds and securities and shall keep in books belonging to NFFS full and accurate account of all receipts and disbursements, shall deposit all monies, securities and other valuable effects in the name of NFFS in such depositories as may be designated for that purpose by the Board or by the President, taking proper vouchers for such disbursements and shall render to the Board at the regular meeting of the Board and whenever requested by them an account of all transactions, and a statement of the financial condition of NFFS. If required by the Board, shall deliver to the President and shall keep in force a bond conditioned for faithful performance of the duties of the office, and for the restoration to NFFS in the case of his death, resignation, retirement or removal from office all books, papers, vouchers, money and/or property of whatever kind in his possession or under his control belonging to NFFS. The Board of Directors shall appoint the Treasurer for an indefinite term of office.

Article VI - Additional Provisions Relating to the Officers

Section 1. Additional Offices--The Board of Directors shall adopt a policy to address establishing committees, appointments to committees, duties of committees, terms of office of committees, etc. These policies may also address the appointment of other officers as needed. Such policies will be included in an appendix to these bylaws.

Section 2. Establishing an NFFS Foundation --

The Board of Directors by majority vote may establish an NFFS Foundation to solicit, receive, invest, manage and allocate funds to facilitate the NFFS goals. The Board of Directors shall determine the Foundation's financial sources, development, management, purposes, missions, goals responsibilities and other matters the Board of Directors deems necessary or appropriate for the development, use and operation of the Foundation. The Foundation shall comply with the exclusive purposes of NFFS, in accordance with the exempt purposes and requirements of Section 501(c)(3) of the Internal Revenue Code. The policy establishing and governing the Foundation shall be located in an appendix to these bylaws.

Section 3. Delegation of Duties -- In case of the absence of any officer of NFFS or for any other reason that the Board deems sufficient, the Board may delegate the power or duties of such officer to any other officer or to any Director for the time being, provided a majority of the entire Board concur.

Section 3. Combined Offices -- Offices may be combined at the discretion of the Board of Directors, the duties of two or more offices being exercised simultaneously by a single person.

Section 4. Recall or Removal of Elected Officers --Elected officers of the NFFS may be recalled from office if they are unable to perform the duties of the office due to illness or incapacity. Removal may be effected if the officer does not perform his specified duties in a reasonable or timely manner. Recall is initiated by a petition signed by a minimum of 20 NFFS members from the District of the Vice President. In the case of the President, any 20 NFFS members who are official residents of the USA may participate in the petition. The petition is to be presented to the Board of Directors, and they shall vote to enact the recall. A unanimous vote of the remaining Directors will be required to enact the recall. In a similar fashion, the Board of Directors may remove another Director, including the President, for these reasons with a unanimous vote of the remaining Directors. In all cases when an elected officer is removed from office, the provisions for replacement shall be those as established in Article IV, section 3.

Article VII - Rights of Inspection

Section 1. Inspection of Books of Account

The books of account of NFFS shall be open to inspection at all reasonable times and for any proper purpose.

Article VIII - Provision for Notices

Section 1. All notices, except as otherwise provided by statute, shall be in writing by the President. Such notices shall be deemed duly served when deposited in the United States Mails with postage prepaid, addressed to the person upon whom service is to be made at the last known address of such person appearing on the books of NFFS or known to the President at least fifteen days before the time affixed for the event whereof notice is given or by its transmission in electronic form to the last known address of the recipient.

Article IX - Amendment of the Constitution and By-Laws

Section 1. This Constitution and By-Laws may be amended, altered, added to, or repealed by any action originating from a majority of the Directors and/or by a petition originating from among the general membership. There being either a petition or a majority opinion of the Directors to effect a change in the Constitution or By-Laws, the Directors are thereby required to appoint a committee of at least three of the current Directors and/or Officers. This committee is required to reduce the changes or amendments to effective and proper language and to submit the same for publication in the next issue of the NFFS Digest. Publication of this proposed amendment should be supported by a general description of its intent with instructions to the membership for the completion and submission to the President of a ballot. An amendment carries when a majority of responses received by the specified date indicated on the ballot favour the amendment.

Article X - The National Free Flight Society Digest *And Website*

Section 1. The Directors shall cause to have published regularly in a schedule and in a format as they direct, a publication, which will be the official publication of NFFS.

Section 2. The name of the publication shall be FREE FLIGHT, The National Free Flight Society Digest.

Section 3. The editor will be appointed by the President and will be supported in his responsibilities by the officers. Publishing costs will be planned and budgeted, budgets to be submitted and approved by the President. Funds for publishing in a schedule as required by the editor will be made available by the Treasurer. Except for statutory corporate fees, the Treasurer will manage funds in such a way as to give priority to publishing expense.

Section 4. The appointment of the editor may be recalled by the President and approved by the Directors for any cause deemed reasonable by the Board of Directors.

Section 5. The Directors or the President may review the editorial content in FREE FLIGHT from time to time. The editor will be guided by directives from the President.

Section 6. The NFFS shall operate a website, using the services of a website designer and operator contracted for this purpose, for the information and instruction of its members. The specifications of the website, including but not limited to its content, appearance, supervision and use shall be determined by the Board of Directors acting through the NFFS Director of Publications.

Article XI - Elections

Section 1. Nominations --The NFFS Directors are to be nominated by a nominating committee of not less than two nor more than three NFFS members. Such a committee is required from each district in which a vacancy exists. The nominating committee for the office of President may be selected from the US membership as a whole. The President will appoint a chairman for each nominating committee. Nominations may also be forwarded to each district committee by petition of no fewer than 20 NFFS members. The district committee is obligated to include the petitioner's name on the ballot. Nominations for President may also be forwarded to the President's nominating committee by a petition of no fewer than 20 NFFS members from the US membership. The President will cause the names nominated for Director to be published in FREE FLIGHT. With the publication of the names, printed ballots will be provided. Instructions for mailing ballots will be given with the printing of the ballot, as well as naming the deadline for mailing.

Section 2. Date of Election and Terms of Office --

Elections will be held annually with one vice president elected each year. The Director from the Central District shall be elected in 2003. The Director from the Southern District shall be elected in 2004. The Director for the Eastern District shall be elected in 2005. The Director for the Western District shall be elected in 2006. The President shall be elected in 2003 in conjunction with the election of the Central District Director. In all cases, the election of all officers after this initial election will be for a term of 4 years and subsequent elections shall follow this stated format. Terms of office shall begin on January 1 of the year following each election.

Article XII - Relationship with other Free Flight Groups

Section 1. NFFS will maintain a working cooperative relationship with other Free Flight groups; namely, Society of Antique Modelers (SAM), Flying Aces Club (FAC), club associations, etc. Purpose is to aid in the furtherance of total Free Flight activity throughout the United States and the world.

Article XIII- Dissolution of the National Free Flight Society

The National Free Flight Society may be dissolved by a unanimous vote of the Board of Directors after consultation with the NFFS legal advisor and NFFS treasurer. If the NFFS dissolves, and all its activities are declared void, all individuals who are owed expenses, and any outstanding bills and contracts shall be paid in amounts determined by the Board of Directors. The remaining assets of the NFFS and its Foundation and other funds will accrue to the Academy of Model Aeronautics, The Society of Antique Modelers and/ or The Flying Aces Clubs in equal portions or to any of their successor organizations. If no successor organizations exist for one or more of these groups, the assets will accrue in full to any one of the above named organizations still in existence or to any two such organizations with 50% of the assets assigned to each.

Prepared for review by Rex Hinson May 4, 2006

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