

BYLAWS OF
RIO GRANDE RACERS OF EL PASO, TEXAS
(A NON-PROFIT CORPORATION) V2.0

ARTICLE I: MEMBERSHIP

- Section 1.1 Membership shall be open to all persons regardless of age, sex, race, color, creed or national origin.
- Section 1.2 Purpose of this organization is to inform people about Radio Control Model Boats and promote sportsman like conduct as well as great teamwork.
- Section 1.3 Individuals who subscribe to the purpose of the organization shall be eligible for membership.
- Section 1.4 Classes of membership shall include the following:
- A. Individual;
 - B. Family (Based on one Individual Adult Membership, and secondary family memberships);
 - C. One Time Event Member;
 - D. Life Member.
- Section 1.5 Every member shall pay dues annually to the corporation. Dues are payable January 1st of each year. Only new members accepted after January 1 shall pay pro rated dues for the remainder of the calendar year.
- Section 1.6 The amount of the membership dues for the NAMBA Gas/Nitro/Electric portion of club shall be as follows:
- A. Individual \$25.00, or as set by the board of directors;
 - B. Family \$10.00 first family member;
\$5.00 each family member after that;
 - C. One Time Event \$10.00, or as set by the board of directors;
 - D. Life Member \$250.00, or as set by the board of directors.

The amount of the membership dues for the AMYA Sail portion of the club shall be as follows:

- A. Individual \$12.50, or as set by the board of directors;
- B. Family \$1.00 for each family member

Prorated Dues for NAMBA Gas/Nitro/Electric: \$2.00 per month if renewed after 1/31 of each year for Individual membership. \$1.00 per month if joined after 3/31 for first family member and \$0.50 per month for each additional family member after 3/31.

Prorated Dues for AMYA Sail: Rate drops to \$6.00 flat rate if joined after 6/30 of each year. Family members are always \$1.00.

- Section 1.7 Each member must have a current/valid NAMBA or AMYA membership.
- Section 1.8 Each member shall be allowed one vote. Family members will be allowed one vote so long as their membership was enrolled/renewed at the same time as the primary individual membership. Any family member added after the individual membership is created will not be allowed to vote during the current membership term.

ARTICLE II: OFFICERS AND THEIR ELECTION

- Section 2.1 Each officer must be a member of the corporation.
- Section 2.2 Officers and their election:
- A. The officers of the corporation shall consist of a Commodore, Vice Commodore, Secretary and Treasurer and such other officers as the board of directors shall determine from time to time.
 - B. Officers shall be elected by the membership by ballot at the annual meeting. However, if there is but one nominee for an office, election need not be by ballot.
 - C. All officers shall assume their duties at the close of the annual meeting. All officers shall serve for a term of one year.
 - D. Any officers failing to fulfill the duties of the office may be removed by a two-thirds vote of the board of directors.
 - E. Outgoing officers and chairmen shall submit all their materials to the respective incoming officer or chairman within ten (10) days following the annual meeting or their respective appointment.
 - F. Vacancies in any office shall be filled by the board of directors for the remainder of the term.
 - G. No officer or chairman shall serve in the same office or chairmanship for more than two (2) consecutive opposed years.
- Section 2.3 Nominating committee:

- A. A nominating committee composed of three (3) persons and one (1) alternate shall be appointed by the Commodore with the approval of the board of directors.
- B. The nominating committee shall be appointed at least six (6) weeks prior to the annual meeting.
- C. The nominating committee shall nominate one (1) eligible person to fill each of the positions. The committee's nominees shall be announced to the members at least two (2) weeks prior to the annual meeting and again at the annual meeting.
- D. Nominations from the floor may also be made at the annual meeting prior to the election.
- E. Only persons having signified their consent to serve if elected shall be nominated.

ARTICLE III: OFFICERS AND THEIR ELECTION

Section 3.1 The duties of the Commodore shall be to:

- A. Coordinate the work of the officers and committees so that the purpose of the corporation is promoted.
- B. Confirm that a quorum is present before conducting any business at any meeting.
- C. Preside at all meetings of the corporation.
- D. Be authorized to sign on the bank account (two of the four authorized signatures shall be required on all checks)
- E. Be a member ex-officio of all committees except the nominating committee.

Section 3.2 The duties of the Vice Commodore shall be to:

- A. Preside, in order of designated seniority, in the absence of the Commodore.
- B. Other duties as the Commodore shall prescribe.
- C. Be authorized to sign on the bank account (two of the three authorized signatures shall be required on all checks).

Section 3.3 The duties of the Secretary shall be to:

- A. Record the minutes of each board meeting and general meeting of the corporation. Minutes of each meeting shall be presented at the next meeting for approval.
- B. Keep a current copy of the Bylaws, and all approved previous copies of the Bylaws.
- C. Conduct all correspondence of the corporation.
- D. Keep attendance records of all board members.
- E. Give notice of meetings to all members.
- F. Be authorized to sign on the bank account (two of the three authorized signatures shall be required on all checks).
- G. In the absence of a treasurer, perform the duties enumerated in these Bylaws for the office of treasurer.

Section 3.4 The duties of the treasurer shall be to:

- A. Have custody of all the funds of the corporation.
- B. Keep books of accounts, record, bank statements, receipts, budgets, invoices and cancelled checks for five years or such longer period as may be required by law.
- C. Make disbursements as authorized by the Commodore, board of directors or vote of the members of the corporation.
- D. Sign on the bank account (two of three signatures shall be required on all checks).
- E. Make financial reports at each meeting of the corporation and an annual report at the annual meeting.
- F. Submit books and records to an audit committee as requested.

Section 3.5 Officers shall also serve on the board of directors of the corporation.

ARTICLE IV: MEETINGS

- Section 4.1 Regular meeting of the membership shall be held once a month.
- Section 4.2 Special meetings of the membership shall be called by the Commodore or a majority of the board of directors with at least ten (10) days notice being given.
- Section 4.3 20% of the members shall constitute a quorum at any meeting of this organization.

ARTICLE V: COMMITTEES

- Section 5.1 The Commodore may, subject to the approval of the board, appoint committees to promote the purpose of the organization. The Commodore shall assign specific responsibilities to each committee.
- Section 5.2 Standing committees shall be created in the following areas:
- A. Safety Committee
 - B. Newsletter Committee
- Each chairman shall choose the members of their committee and may create subcommittees as necessary.
- Section 5.3 Ad Hoc committees may be created for specific purposes. Ad Hoc committees shall automatically dissolve upon completion of their respective objectives.
- Section 5.4 All committee chairmen shall submit all projects and proposed action to the board of directors prior to executing the actions.

ARTICLE VI: FISCAL YEAR

- Section 6.1 The fiscal year of the corporation shall run from January 1 to December 31.

ARTICLE VII: BOARD OF DIRECTORS

- Section 7.1 The board of directors shall consist of the elected officers and the chairmen of the standing committees.
- Section 7.2 The board of directors shall be the governing body of the corporation, having full power to implement all regular business and to set policies and procedure between annual meetings.
- Section 7.3 Meetings of the board of directors shall be called by the Commodore or a majority of the board with at least ten (10) days notice having been given.
- Section 7.4 The board of directors shall fill any vacancies occurring in elective or appointive positions for the remainder of the term of the position.
- Section 7.5 A quorum of the transaction of business by the board of directors shall consist of a majority of the board of directors.

ARTICLE VIII: FUNDS

- Section 8.1 This corporation shall be authorized to accept funds from any individual, association or corporation to be used for any reason consistent with the purpose of the organization, so long as such acceptance does not adversely affect the tax-free status of the organization.
- Section 8.2 No member shall be liable for debts or obligations of the corporation except for such member's unpaid dues; and no personal liability shall in any event attach to any member of the corporation in connection with any of its undertakings; but all liabilities shall be limited to its common fund and assets. No member shall have the authority to borrow money or incur any indebtedness or liability in the name of or on behalf of the corporation without consent of the board of directors.
- Section 8.3 An annual audit of the records and receipts of the corporation shall be completed by an audit committee of three (3) persons and one (1) alternate. The audit committee shall be appointed by the Commodore with the approval of the board of directors. The duties of the audit committee to perform and audit shall be executed after the annual meeting and completed within ten (10) days following the annual meeting. The audit committee shall submit its report to the board of directors for review.

ARTICLE IX: PARLIAMENTARY AUTHORITY

Section 9.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all matters in which Robert's Rules are not inconsistent with these Bylaws, Articles of Incorporation or Texas Non-Profit Corporation Act.

ARTICLE X: AMENDMENTS

Section 10.1 These Bylaws may be amended at any scheduled meeting of the members at which a quorum is present, by a two-thirds vote of the members present and voting, provided that notice of such amendment has been given to all members at least ten (10) days prior to the meeting.

APPROVED:

SIGNED COPY IS BEING HELD BY CLUB SECRETARY

Henry Keller – Commodore

Date

SIGNED COPY IS BEING HELD BY CLUB SECRETARY

David Wale – Vice Commodore

Date

SIGNED COPY IS BEING HELD BY CLUB SECRETARY

Jay Stone – Secretary

Date

SIGNED COPY IS BEING HELD BY CLUB SECRETARY

Heiko Wendler – Treasurer

Date