

Bylaws and Articles of Incorporation of American Radio Control Competition Helicopter Society Inc.

BYLAWS OF THE

AMERICAN RADIO CONTROL COMPETITION HELICOPTER SOCIETY

Created September 2023

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ARTICLE I - NAME

Section 1 - Name

The name of this organization shall be the American Radio Control Competition Helicopter Society, hereinafter referred to as ARCHS or the Society.

ARTICLE II - LOCATION OF OFFICE

Section 1 - Location

The office for the transaction of business for the organization shall be located at a place determined by the Board of Directors.

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ARTICLE III - OBJECT AND PURPOSE OF SOCIETY

Section 1 - Object

The objective of this society shall be to promote the construction and competitive flying of radio controlled model helicopters and support of fund raising activities for US Teams competing in FAI model helicopter competitions. To aid, insofar as possible, the Academy of Model Aeronautics and other AMA activities, to further the advancement of AMA and FAI model helicopter competition.

Section 2 - Purpose of the Society

- a. Act as a focal point for rules development and progression. Gather intelligence from the AMA model helicopter community to provide the basis for AMA rules change proposals.
- b. Promote model helicopter competition in the general R/C community by providing leadership in all of the objectives of the society.
- c. Enhance model helicopter competition as a recognized sport.
- d. Develop and provide high standards in judging for competitions and provide qualifications and achievement recognition for judges.
- e. Support of fund raising activities for US Teams competing in FAI model helicopter competitions.

ARTICLE IV - MEMBERSHIP

Section 1 - Eligibility

- a. Membership is open to any Academy of Model Aeronautics member in good standing.
- b. Associate Membership is also open to all citizens of the world. The ARCHS will recognize the modeling organizations of other countries as eligibility for an Associate Membership.

Section 2 - Application for Membership

- a. Application for membership shall be made to the Secretary or any other association officer. At least one year's dues and proof of membership, or application fee for membership, in the Academy of Model Aeronautics, shall accompany such application for membership in the Society. In the case of international members proof of membership in their own national modeling association shall accompany the ARCHS associate membership application.
- b. Upon approval of the applicant's membership, said member shall be furnished an official ARCHS number and receipt or other equivalent certificate to serve as proof of ARCHS membership.

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Section 3 - Duration of Membership

a. Membership may be terminated by death, voluntary withdrawal or otherwise pursuant to the Bylaws. The right of a member to vote, and all other privileges and interest of a member in or to the Society or the property thereof, shall cease upon the termination of membership.

Section 4 - Suspension and Expulsion

a. For cause, any membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be the violation of the provisions of these Bylaws or any rule or agreement adopted by the Society or any other conduct prejudicial to the interests of the ARRCHS. Such suspension or expulsion shall be by a minimum 75 percent vote (3 of 4) of the Board of Directors; provided, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least 15 days before final action is taken thereon. Such statement shall be accompanied by a notice of the time at which the charges are to be considered, and the member shall have the opportunity to respond in writing and present any defense to such charges before action is taken thereon.

Section 5 - Honorary Memberships

a. Honorary membership may be conferred upon a person who has rendered distinguished service to the ARRCHS or hobby. Proposals for Honorary Membership shall be made to the Board of Directors for their approval, acceptance and conferment. These positions shall be simply complimentary, carrying with them the right to attend meetings, and to speak, but not to make motions, hold office or vote. This membership is intended for non-flying participants in the Society.

b. Life membership may be conferred upon a person who has rendered distinguished service to the ARRCHS or the hobby. Proposals for Honorary Membership shall be made to the Board of Directors for their approval, acceptance and conferment. The Board of Directors shall grant this lifetime membership. The dues for this member shall be waived until such time that the member voluntarily withdraws said membership, or the membership is terminated by the death of said member. This life member shall be granted all normal the rights and privileges of current active membership status.

ARTICLE V - DUES AND ASSESSMENTS

Section 1 - Fiscal Year

a. The fiscal year of the ARRCHS shall be from January 1 to December 31.

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Section 2 - Dues

- a. The Board of Directors shall determine the rate of dues on an annual basis unless an emergency levy is deemed necessary.
- b. Payment of dues shall be made to the ARRCHS and delivered to the Treasurer.
- c. A member to be in good standing shall have their dues paid currently. All dues expire on December 31 of each year and come due on January 1 of the next year.

Section 3 - Delinquencies

- a. Dues for each calendar year shall be payable in advance. Any member who is delinquent in payment of dues for three calendar months will automatically have their membership services terminated.

Section 4 - Assessments

- a. The membership is not assessable.

Section 5 - Distribution of Assets

- a. Upon final dissolution of the ARRCHS and surrender of the organization and name, and after all debts of the society are fully paid and a final audit completed, all funds remaining in the Society treasury shall be donated to the AMA to be earmarked for future model helicopter competition development. All dues collected and other income must be used for the purposes of the ARRCHS and shall not inure to the benefit of any individual member.
- b. In the event that the ARRCHS elects to incorporate in a different state, all funds may be transferred to the new not for profit corporation.

ARTICLE VI - OFFICERS

Section 1 - Executive Officers

- a. The executive officers of the organization shall be a President, Vice-President, Secretary and Treasurer. In the advent of there being no candidates officers can hold more than one position, based upon a vote of the ARRCHS board, until a suitable candidate can be found.
- b. The President, Vice-President, Secretary and Treasurer shall hold offices for two years from date of installation, and until their successors are elected.
- c. The biannual elections for executive officers will be held in the fall of odd years for President and Secretary, and will be held in the fall of even years for Vice-President and Treasurer. The first elections will be held starting in 2025.
- d. Each executive officer shall serve without compensation.
- e. Executive officers shall be current members of the ARRCHS and in good standing.

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Section 2 - The President

a. The President shall be the chief executive officer of the ARCHS and of the Board of Directors and shall have, subject to the advice and control of the Directors, general charge of the business of the ARCHS. The President shall execute with the Secretary all contracts and instruments which have first been approved by the Board of Directors.

Section 3 - The Vice-President

a. The Vice-President shall be vested with all the powers and shall perform the duties of the President in case of the absence, disability or inability for any reason of the President to perform the duties of the office of ARCHS president.

b. The Vice-President shall also perform such duties connected with the operation of the ARCHS at the suggestion of the President or the Board of Directors.

Section 4 - The Secretary

a. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors. The Secretary shall attend to giving and serving of notices of all meetings of the members of the Board of Directors. The Secretary shall execute with the President or Vice-President, in the name of the ARCHS, all contracts and instruments, which have been approved by the Board of Directors.

b. The Secretary shall keep a record of all incoming payments of dues from the membership and shall forward all funds to the Treasurer for deposit.

c. The Secretary shall execute in the name of the ARCHS all certificates of membership.

Section 5 - The Treasurer

a. The Treasurer shall execute all checks for the expenditures authorized by the Board of Directors. The Treasurer shall receive and deposit all funds of the ARCHS in a bank, which funds shall be paid out only by check. The Treasurer shall also account for all receipts, disbursements, and balance of funds.

b. The Treasurer shall perform all other duties incident to said office subject to the control of the President and the Board of Directors as directed by them.

c. The Treasurer shall provide all records of financial matters, at the request of the President or Board of Directors. The treasury shall be audited every even numbered year prior to the end of the calendar year.

Section 6 - Vacancies

a. In the event of a vacancy of any of the executive offices, this vacancy may be filled by vote of the remaining executive officers and Board of Directors, the appointment to run until the next scheduled general election.

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ARTICLE VII - BOARD OF DIRECTORS

Section 1 - Membership

- a. The powers, business and property of the Society shall be exercised, conducted and controlled by a Board of Directors. This board of directors will consist of the four elected executive officers.
- b. The ARRCHS may embrace International Districts. Their representatives will be known as International Vice-presidents. They will not have a vote within the ARRCHS Board of Directors.
- c. Members of the Board of Directors shall serve without compensation.
- d. All significant policy statements, acts and expenditures must be approved by a two-thirds majority vote of the Board of Directors, excluding abstentions. This shall be a representative form of Government, which must, at all times, be responsive to the main body of the membership.
- e. Members of the Board of Directors shall be current members of the ARRCHS and in good standing.

Section 2 - Power and Authority

- a. The Board of Directors shall have the power and authority to promulgate and enforce all rules and regulations pertaining to the use and operation of ARRCHS property and to do and perform, or cause to be done and perform any and every act which the ARRCHS may lawfully do and perform.

Section 3 - Term of office

- a. The term of office shall be fixed at two years, except for the Initial .
- b. In case of a vacancy in the Board, the President shall fill such vacancy by appointment from the ARRCHS membership.

Section 4 - Meetings

- a. The President shall be a member of, and preside over the meetings of the Board of Directors.
- b. Meetings of the Board of Directors shall be called at the time and place to be determined by the President. The President or any two members of the Board of Directors may call a special meeting, and shall notify all members of the board at least two days prior to said meeting by any means including but not limited to electronic methods.
- c. A quorum is required to conduct official business. A quorum is defined as the greater part, or number, than half the total number of Board of Directors.

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ARTICLE VIII - ELECTIONS, SELECTIONS AND TERM OF OFFICE

Section 1 - Vacancies

a. Candidates for office will be researched and proposed by a Chairperson and/or committee selected by the President of the ARRCHS. This Chairperson or Committee will be comprised of a member or members of the ARRCHS who are not currently serving as elected or selected board members of the ARRCHS.

Section 2 – Eligibility for Office

a. Eligibility - All officers of the ARRCHS board must be USA residents and current AMA members. International VP's are not board members and will be appointed by the ARRCHS Board on an as needed basis.

Section 3 - Executive Officers

a. Executive officers shall hold office for two years from date of installation, and until their successors are elected.

b. The biannual elections for executive officers will be held in the fall of odd years for President and Secretary, and will be held in the fall of even years for Vice-President and Treasurer. The first elections will be held starting in 2025.

c. Ballots are to be distributed to the voting ARRCHS members, whenever possible, by the end of November of the election year in a manner approved by the Board of Directors.

d. Closing date for ballot acceptance is December 31 for all election voting. All votes must have a postal date no later than December 31 and be received 10 calendar days thereafter.

e. A third party to the ARRCHS such as an external audit group of the AMA or electronic software provided by a 3rd party should count all votes.

f. Election results will be made in all available ARRCHS media. Any and all results of said election shall not be disclosed until the deadline for voting has passed and all ballots have been received.

g. Incoming executive officers will officially assume their new positions by January 15 of the calendar year.

h. Where no candidate is proposed the ARRCHS board will select a person to fulfill the vacant position.

i. If no candidate for selection can be found the ARRCHS board can enlist the services of an existing executive board member until a volunteer can be found.

j. Where no candidates run in opposition to an incumbent officer, and there is no term limit violation, no ballots are required to be issued.

k. In the event of a mid-term vacancy of any of the executive offices, this vacancy may be filled by vote of the remaining executive officers and Board of Directors, the appointment will run until the next scheduled ARRCHS executive officers election.

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l. Executive officers are only permitted to hold the same office for a maximum of two consecutive terms. (4 years)

m. Where there is no candidate to replace an incumbent at the end of a term limit the new ARRCHS board can re-select the out-of-term incumbent until a candidate is found.

Section 4 – Appointments

a. General. To enlist the help and energies of the membership the ARRCHS needs to appoint and assign responsibility to various individuals and sub-committees. The ARRCHS board shall be empowered to appoint members who will chair and form sub-committees who will be responsible for efforts and functions, such as but not limited to, Judging programs, Competitions, Rules and Regulations changes, Membership drives, etc.

ARTICLE IX - COMMUNICATIONS and PROMOTION

Section 1 - General

a. The ARRCHS has a primary mission to promote and communicate the subject and subject matter of model helicopter competition.

Section 2 - Communications

a. There may be a newsletter type of publication produced on a target of quarterly basis wherever physically and fiscally possible. This newsletter will be made available to all members. For promotional and communication purposes the Newsletter may also be sent to others deemed valuable to the purposes of the ARRCHS. These other recipients may include, but are not limited to, officers of the AMA, and officers of other Modeling Societies and AMA Special Interest Groups (referred to as SIGs).

b. The editor of the Newsletter shall be appointed by the ARRCHS Board of Directors.

c. The communication and transport of the newsletter is not limited to current mail services and can also employ the use of electronic options as they may present themselves today and in the future.

d. There shall be a manager and leader of the web-site development and maintenance appointed by the Board of Directors.

Section 3 – Model Helicopter Competition Promotions

a. The Board of Directors shall manage the communications and promotions of the sport of model helicopter competition. This would include overseeing and coordinating the Newsletter and Web-site equivalents of the future. This position is appointed by the ARRCHS Board of directors.

b. The ARRCHS board shall be allowed to appoint a Judging Program manager. This would include but not be limited to managing and developing the judging training program.

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c. The ARRCHS board shall be allowed to appoint a Competitions manager to manage the issues and aspects of competitions that involve the sport of model helicopter competition. This would include but not be limited to management coordination conflict resolution of and facilitation of the competitions-calendar, the promotion of contests at club level and the development of tools and materials that can be used to generate interest in model helicopter competition around the USA.

ARTICLE X - AMENDMENTS

Section 1 - Amendments

a. Intended amendments to these bylaws shall be made known, at any time, to the membership via available media. This notice should have provision made for the membership to vote on such amendment. A majority vote of those responding shall be sufficient for passage or non-passage of proposed amendments. Any member, who is also an AMA member in good standing, may vote on changes in these bylaws.

b. Proposals to change these bylaws may be made by any ARRCHS member who is also an AMA member in good standing. All proposals should be submitted to the ARRCHS board for grouping and scheduling of publication to the membership.

c. Any subsequent re-write of any bylaw must then be re-published as a full set of bylaws for the consumption of the membership in all normal communications media.

d. Where the ARRCHS bylaws do not cover a certain subject, the society, as an AMA SIG, will defer the to AMA bylaws. The ARRCHS should take steps at the earliest appropriate time to amend the society's bylaws should there be a need to address any bylaws deficiencies as described in the above sentence.

**Bylaws and Articles of Incorporation
of
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Articles of Incorporation

AMERICAN RADIO CONTROL COMPETITION HELICOPTER SOCIETY

Article 1

The name of the corporation is American Radio Control Competition Helicopter Society Inc.

Article 2

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

Article 3

The street address of the registered office is 153 Hickory Hills Drive, Dawsonville, GA 30534. The registered agent at such address is Thomas Dooley. The county of the registered office is Dawson County.

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Article 4

The name and address of each incorporator is:

Thomas Dooley

153 Hickory Hills Drive

Dawsonville, GA 30534

Stuart Goza

2923 Massengale Ln

Webster, TX 77598

Nicholas Maxwell

2637 Elkwood Section Rd

Hazel Green, AL 35750

Clifford Hiatt Jr

101 Courtside Tr

Travelers Rest, SC 29690

Article 5

The corporation will have members.

Article 6

**The mailing address of the corporation's principal office is 153
Hickory Hills Drive, Dawsonville, GA 30534.**

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**IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation on the 1st day of March, 2024.**

Electronically signed

Thomas J. Dooley Jr.

Incorporator