

VVRCF Club By-Laws

VICTOR VALLEY RC FLYERS, INCORPORATED

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1. NAME AND ADDRESS

The name of this corporation shall be VICTOR VALLEY RC FLYERS, INCORPORATED. The principal office of the corporation for the transaction of business shall be located in San Bernardino County, California at such specific locations as the Board of Directors shall, from time to time, designate.

ARTICLE 2. PURPOSES

Section 1. This corporation is formed solely and exclusively for non-profit purposes. Profit and earnings shall be used exclusively for the purposes for which this corporation is formed and herein described . All increments, interests or earnings thereof are and shall be devoted irrevocably and in perpetuity dedicated exclusively to charitable, education or scientific purposes.

Section 2. The charitable, scientific and education objectives of the corporation are to secure and establish a center for radio control modeling that allows for the education and advancement of the community through Socialization, self-discipline, and the teaching of scientific and technical principles to members of the corporation, while enjoying and promoting the advancement of radio control modeling.

Section 3. This corporation is governed by a Board of Directors. No Director of this corporation shall profit or receive pecuniary gain from his or her services to the corporation.

ARTICLE 3. MEMBERS

Section 1. The corporation shall have only one class of member. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights.

Section 2. Any person is qualified to become a member of this corporation providing they are already a member of the Academy of Model Aeronautics (AMA) and agree to follow the rules, conditions, and policies set forth by the Victor Valley RC Flyers, Inc.

Section 3. Admission of Members

(A) A NEW MEMBER applicant shall be admitted to membership provided there are openings available and by making an application in writing and including ALL NECESSARY INFORMATION AND DOCUMENTS, payment of a onetime non-refundable initiation fee and the first annual dues submitted to the membership chairman as appointed by the Board of Directors for approval as specified in the following sections of these Bylaws.

(B) RENEWING MEMBERS must submit ALL NECESSARY INFORMATION AND DOCUMENTS to the membership chairman on or before the due date. NOTE: Failure to provide ALL necessary information to the membership chairman on or before the due date could result in additional fees or penalties to be assessed per section 9.3.

Section 4. Fees, Dues and Assessments

(A) The term of membership in the Victor Valley RC Flyers runs from the first day in January to the last day in December of the same year.

(B) A one-time fee shall be charged for initiation in the corporation and payable with the application for membership. This initiation fee is non-refundable. If a member fails to renew on time for the next year, a fee may be assessed not to exceed the amount of the original initiation fee. The initiation fee shall be established by resolution of the Board of Directors of the corporation.

(C) Annual dues shall be payable to the corporation by all members, to be used only for the advancement of the corporation's purposes and to cover administrative costs of operating. Annual dues shall be established by resolution of the Board of Directors of the corporation.

(D) All Members shall be assessed the annual dues in December of each calendar year.

(E) All disputes about membership, dues or fees must be brought before the board of directors for resolution, no exceptions.

Section 5. Number of Members

The number of members may be limited by the environmental conditions at the primary flying site and safety rules and regulations as set forth by the Academy of Model Aeronautics (AMA), and may be changed by resolution of the Board of Directors.

Section 6. Membership Book

The corporation shall keep a membership list containing the name and address of each member. The membership list shall not be used, in whole or in part, by any person for any purpose not related to a member's interest as a member.

Termination of the membership of any member shall be based upon non-renewal of membership, as set forth in Section 9, Article 3.

Section 7. Non-liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. Non-transferability of Membership

No member may transfer for any reason a membership or any right arising there from. All rights of membership cease upon the member's death or termination of membership.

Section 9. Termination of Membership

(A) Grounds for Termination of membership: The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective on the first business meeting in February.

(2) Upon determination by the Board of Directors that the member has engaged in any conduct that is materially and seriously prejudicial to the interests and purposes of the corporation or violates any of its rules and procedures, as is set forth in the Corporation's Code of Ethical Conduct, Policies and Procedures and/or Rules and Regulations. Such termination is only valid after the affected member has been given notice of the offensive conduct and an opportunity to deny, explain or contest the charge of misconduct pursuant to the Expulsion procedures established by the Board. No member may be discharged on the basis of age, sex, race, color or creed.

(3) Upon voluntary resignation by a member.

Section 10. Rights on Termination of Membership

All rights of a member of the corporation shall cease on termination of membership as herein provided.

Section 11. Amendments Resulting in the Termination of Memberships

Notwithstanding any other provision of these Bylaws, if any amendment of the "Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships, then such amendment or amendments shall be effective only in accordance

with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4. MEETINGS OF MEMBERS

Section 1. Place of Meetings

Meetings of members shall be held at an authorized location of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 2. Annual (“and Other Regular”) Meetings

The members shall meet in the month of October of each calendar year for the purpose of nominating the corporation’s officers, as well as transacting any other business of the corporation. This shall be known as the “Nominating meeting”. The members shall meet annually during the month of November in each year for the purpose of electing said corporation Officers and transacting other business as may come before the meeting. Other regular meetings of the members shall be held on the second Tuesday of each month unless notified in writing. If the day fixed for the annual or other regular meeting falls on a legal holiday, such meeting shall be held on the day assigned by the Board of Directors.

Section 3. Special Meeting of Members

Special meetings of the members may be called by the Board of Directors or the President of the club. In addition, special meetings of the members for any lawful purpose may be called by ten percent (10%) or more of the members.

Section 4. Notice of Meeting

(A) Time of Notice: Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than four (4) or more than thirty (30) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote at said meeting.

(B) Manner of Giving Notice: Notice of a members’ meeting or any report shall be given either personally, by regular mail, e-mail or other means of written communication, addressed to the member at the address of such member appearing on the list of the corporation. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or other means of written communication.

(C) Contents of Notice: Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a

regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provisions to the contrary contained in these Bylaws, however, any proper matter may be presented at regular meetings for such action. The notice of any meeting of members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(D) Notice of Meetings Called by Members: If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the Chairman of the Board, President, Vice-President or Secretary of the corporation. Any officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date and time of the meeting. The date for such a meeting shall be fixed by the Board and shall not be less than thirty-five (35) or more than forty-five (45) days after the receipt of the request for the meeting by the officers.

Section 5. Quorum for Meetings

A quorum shall consist of no less than ten percent (10%) of the voting members of the corporation in good standing. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of quorum at the meeting due to withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members thereafter present. In the absence of a quorum, and meeting of the members may be adjourned from time to time by the vote of a majority of the members present and no other business shall be transacted at such meeting.

Section 6. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present and in good standing at a duly held meeting at which a quorum is present is the act of members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

Section 7. Voting Rights

Only members in good standing are entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

Section 8. Proxy Voting

Members entitled to vote shall not be permitted to vote or act by proxy.

Section 9. Conduct of Meetings

Meetings of members shall be presided over by the President of the corporation, or in his or her absence, by the Vice-President of the corporation, or in the absence of both of them, by a Chairman chosen by a majority of the voting members present. The Secretary of the corporation shall act as Secretary of all meetings of members, and in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with the conflict of these Bylaws, with the Articles of Incorporation of the corporation, or with any provision of law.

Section 10. Reasonable Nomination and Election Procedures

The Board of Directors shall establish written procedures for the nomination and election of Directors by members. Such procedures shall be reasonable given the nature, size and operations of this corporation, and shall include:

- (A) A reasonable means of nominating persons for election as Directors.
- (B) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (C) A reasonable opportunity for all nominees to solicit votes.
- (D) A reasonable opportunity for all members to choose among the nominees.

Section 11. Record Date for Meetings

The record date for purpose of determining the members entitled to notice, voting rights, written ballot rights, or and other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5. DIRECTORS

Section 1. Number

The corporation shall have seven (7) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of the Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 2. Powers

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or

permitted to be taken, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by and under the direction of the Board of Directors.

Section 3. Duties

It shall be the duty of the Directors to:

- (A) Perform any and all duties imposed on them collectively or individually by law, are the Articles or Incorporation of this corporation, or by these Bylaws.
- (B) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- (C) Supervise all officers, agent, and employees of the corporation to assure that their duties are performed properly.
- (D) Meet at such times and places as required by these Bylaws.
- (E) Register their addresses with the Secretary of the corporation, and notices of meetings mailed to them at such addresses shall be valid notice thereof.

Section 4. Terms of Office

As a result of the general election of officers that is held in November, each Director shall be installed at the December meeting and hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

Section 5. Compensation

Directors and officers shall serve without compensation.

Section 6. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California, which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meeting can communicate with each other.

Section 7. Regular and Annual Meetings

Monthly meetings of Directors shall be held.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Vice-President, the Secretary or by any two Directors, and such meetings shall be held at the place, within the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation, without any written notice.

Section 9. Contents of Notice

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 10. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as herein defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

Section 11. Quorum for Meetings

A quorum shall consist of any five (5) of the seven (7) Directors.

Except as otherwise provided in these bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present. The only motion which the Chair shall entertain at such meeting is a motion to Adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or if no such person has been so designated, or in his absence, the President of the corporation, or in his absence, by the Vice-President of the corporation, or in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased, as herein provided.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law for missing a specified number of Board meetings.

Any director may resign effective upon giving written notice to the Chairman of the Board or the President unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its' affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by a majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

A person elected to fill a vacancy as provided in this section shall hold office until the next annual election of the Board of Directors or until his death, resignation, or removal from office.

Section 15. Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. Indemnification of Directors, Officers, Employees and Other Agents by the Corporation

To the extent that a person, who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgment against such person be reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 17. Insurance for Corporate Agents

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law related to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6. OFFICERS

Section 1. Number of Officers

The officers of the corporation shall be a President, a Vice-President, a Secretary, a chief financial officer who shall be designated the Treasurer, a Safety Officer, a Field Marshall and the Event Coordinator. These officers also comprise the Corporation Board of Directors.

The corporation may also have, as determined by the Board of directors, a Chairman of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

Section 2. Qualification, Election, and Term of Office

Any member in good standing may serve as officer of this corporation.

Section 3. Subordinate Officers

The Board of Directors may appoint such officers, committee chairmen or agents as it may deem desirable, and such officers shall serve such terms, having such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

Section 6. Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.

He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meeting of the Board of Directors.

If applicable, the President shall preside at meetings of the members.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of the Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so such action shall have all the powers of, and be subject to all the restrictions on, the President.

The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of the Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation or at such other place as the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and members, recording therein the time and place where held, of whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and the seal of the corporation and see that the seal is affixed to all duly executed documents, the exception of which on behalf of the corporation under its' seal is authorized by law or by these Bylaws.

Keep at the principal office of the corporation or at such other place as the Board may determine, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which the membership ceased.

Exhibit at all reasonable times to Directors of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of the Treasurer

Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds”, the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts for the corporation’s properties and business transactions, including accounts of its’ assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, financial statements to be included in any reports as directed by the Board of Directors.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 7. COMMITTEES

Section 1. Executive Committee

The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

(A) The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the Board as, provided herein.

(B) The filling of vacancies on the Board or on any committees, which has the authority of the Board.

- (C) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (D) The amendment or repeal of any resolution of the Board which by its' express terms is not so amendable or repealable.
- (E) The appointment of committees of the Board or the members, thereof.
- (F) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233 (d) (3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its' members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its' members, and fill vacancies there in from the members of the Board. The Committee will keep regular minutes of its' proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaws provisions as a necessary to substitute the committee and its' members for the Board of Directors and its' members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees my also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

The President and the Secretary of the corporation, acting together, shall have the power and authority to bind the corporation to any contracts, execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific circumstances as directed by the Board of Directors. The Board of

Directors may, by resolution, grant authority to such other officers, directors or members as may be required to execute and bind the corporation in specific circumstances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract, engagement or to pledge its credit or to execute or deliver any instrument or otherwise render the corporation liable for any purpose.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be prepared by the Treasurer and signed by the President of the corporation or the Secretary of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

ARTICLE 9. CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Corporate Records

As outlined in Article 6, Section 8, the Secretary shall keep and maintain minutes of all meetings, the corporate seal, a record of its' members and a copy of the Articles of Incorporation.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Each and every member in good standing shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member.

(A) To inspect and copy the record of all members' names, addresses and phone numbers, at reasonable times, upon five (5) business days prior written demand on the

corporation, which demand shall state the purpose for which the inspection rights are requested.

(B) To inspect at any reasonable time the books, records, or minutes of proceedings of the Board or committees of the Board, upon written demand on the corporation by the member.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 10. FISCAL YEAR

Section 1. Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE 11. BYLAWS

Section 1. Amendment

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(A) Subject to the power of the members in good standing to change or repeal these Bylaws under Section 5150 of the Corporation Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, then a Bylaw specifying or changing the fixed number of Directors of the corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice Versa, may not be adopted, amended, or repealed except as provided in subparagraph (B) of this section, or

(B) by approval of 65% of the members in good standing of this corporation.

ARTICLE 12. AMENDMENT OF ARTICLES

Section 1. Amendment of Articles after Admission of Members

Amendments to the Bylaws may be made only by action of the membership, either at the Annual or a duly-called special meeting of the membership.

Section 2. Processing of Amendments

A proposed amendment, along with the date upon which a vote will be taken, shall be presented in writing to the membership at least two (2) weeks (14 calendar days) prior to the membership meeting at which it is to be voted upon. Said presentation can be made by United States Postal Service, Electronic Mail, Facsimile Transmission or Hand Delivery to each member entitled to vote. A majority vote of the members present at the meeting, at which a quorum has been declared, shall be required for ratification of the amendment.

Section 3. Certain Amendments

Notwithstanding the above Sections of this Article, this corporation shall not amend its' Articles of Incorporation to alter any statements which appear in the original Articles of Incorporation and of the names and addresses of the first Directors of this corporation nor the name and address if its' initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 13. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition against sharing Corporate Profits and Assets

No member, Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person a reasonable compensation for services performed for the corporation in effecting any if its' public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution of winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after a debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 14. DISSOLUTION OF THE CORPORATION

Section 1. Approval to Dissolve

Upon recommendation by the Board of Directors and indication by the majority of members in good standing present at the meeting, ballots shall be sent to all of the members with a request to respond within thirty (30) days of the date of said meeting.

Once ballots are returned, an independent committee shall count them at the next regular meeting. The Board of Directors can then proceed accordingly.

Section 2. Distribution of Assets

After full satisfaction of all the debts and claims against the corporation, all of the assets, cash and non-cash shall be donated to a non-profit corporation(s) as recommended by the Board of Directors after ratification by a majority of the members present at the dissolution meeting.

Approved at the corporate membership meeting on _____, 2009.

SECRETARY

(seal)

APPROVED:

PRESIDENT

CERTIFICATE OF ADOPTION OF BY-LAWS

ADOPTION BY INCORPORATORS AND FIRST DIRECTORS:

We, the undersigned persons appointed in the Articles of Incorporation to act as the Incorporators and First Directors of the above named corporation hereby adopt the foregoing proposed ByLaws of the corporation known as "VICTOR VALLEY RC FLYERS, INCORPORATED, A California Nonprofit Mutual Benefit Corporation" as the official By-laws of this corporation.

Executed this _____ day of _____ 2009.
3/4/09

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of the above-named corporation; that the foregoing By-Laws were adopted as the By-Laws of the corporation on the date set forth above by the persons appointed in the Articles of Incorporation to act as the Incorporators and First Directors of said corporation.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the corporate seal this _____ day of _____, 2009.

SECRETARY

(SEAL)

ABSENTEE BALLOT

If you are unable to attend the meeting where the membership will vote on the adoption of this amendment to the existing bylaws, please indicate your vote below and return this page by mail to P.O. Box 402271, Hesperia CA. 92340.

I approve this amendment.

I do not approve this amendment.

Your signature and AMA number are required.
