

*The following is a generic code of regulations for a non-profit corporation which is general in nature. Because state law varies, as do the needs, goals and organization of each non-profit, please review this document carefully and talk to your local attorney to identify any obligations you may have to fulfill, or any particular differences in your state's law. In addition, and as an example, Article VI requires indemnification for all officers of the corporation. Please note AMA does not provide D&O coverage to its chartered clubs. Therefore, the local non-profit club/corporation would have to obtain this coverage on its own.*

**CODE OF REGULATIONS**  
**OF**  
**[NAME OF NONPROFIT CORPORATION]**

**ARTICLE I**

**Purpose**

[NAME OF NONPROFIT CORPORATION] is a not-for-profit corporation established under the laws of the state of [STATE]. The purpose for which the Corporation is formed is to promote development of model aviation as a recognized sport, worthwhile recreational activity and to allow for social events among its members. This Corporation is organized for pleasure, recreation and other nonprofitable purposes, substantially all of the activities of which are for such purposes. The net earning shall not inure to the benefit of any private shareholder or individual.

**ARTICLE II**

**Members**

**Section 1.**      **Members.**

Members of the Corporation shall be individuals who have been approved for membership in the Corporation by the Board of Directors. Each Member shall be entitled to one vote.

**Section 2.**      **Place of Meeting.**

Meetings of the Members shall be held at the principal office of the Corporation in [CITY], [STATE], but the Members or the Board of Directors shall have authority to provide for the holding of meetings of Members elsewhere within or without the State of [STATE], except the annual meeting to elect Directors.

**Section 3.**      **Annual Meeting.**

The annual meeting of the Members shall be held each year at such time, place and on such date as the President of the Corporation may designate, said date to be no later than three months following the end of the Corporation's fiscal year. The purpose of such meeting shall be the election of directors, the consideration of the reports of officers, committees and directors and the transactions such other business as may properly come before it.

Section 4.      Special Meetings.

Special meetings of the Members may be called and held as provided by law.

Section 5.      Notice of Meetings.

A notice, as required by law, of each regular or special meeting of Members shall be given in writing by the President or Vice President, or the Secretary, not less than ten (10) days before the meeting. Such notice shall state the time and place of such meeting, and, if a special meeting, the purpose and object thereof.

Section 6.      Waiver of Notice of Meetings.

A Member may waive notice of the time, place and purpose of any meeting of Members, either (a) by written waiver specifying the date and place of the meeting, signed and filed with or entered upon the records of the meeting either before or after such meeting or (b) by attendance in person or by proxy of such Member at such meeting.

Section 7.      Quorum.

To constitute a quorum at any regular or special meeting of Members, there shall be present in person or by proxy one-half of the Members of the Corporation.

Section 8.      Organization.

The President shall preside at all meetings of the Members. In his absence, the Vice President, if one be then elected, shall preside and shall have all the powers conferred upon the President when acting as presiding officer of the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 9.      Order of Business.

At all Members= meetings, the order of business shall be as follows:

1.      Reading minutes of previous meeting and actions thereon.
2.      Report of Directors of Committees.
3.      Reports of Officers.
4.      Unfinished business.
5.      Election of Directors.
6.      New or miscellaneous business.

Section 10.    Admission of Members.

All applications for membership must be in writing on such forms as approved from time to time by the Board of Directors and must be endorsed by at least two Members of the Corporation. A membership application shall contain an applicant=s qualifications for membership as may be deemed proper and appropriate by the Board of Directors. All applications shall be voted on by the Board of Directors and an a majority vote of the Board of Directors shall be necessary to approve membership.

ARTICLE III

Board of Directors

Section 1.    Number.

The Board of Directors shall be composed of such number of persons as may be determined by the Board of Directors from time to time, but in no event shall there be less than three or more than seven directors. The initial Board of Directors shall consist of three directors, to serve for a term of one year. Each director shall hold office for the term for which he or she was elected and until his or her successor shall be elected and qualified, whichever period is longer. At each annual meeting of the Members subsequent to the organization meeting of the Members, an election shall be held to fill the seats of the directors whose term shall then be expiring, and each successor director shall be elected for a term of one year and until his successor shall be elected and qualified, whichever period is longer. The directors need not be residents of the State of [STATE].

Section 2.    Vacancies.

If any director elected by the Members fails or cease to serve as a director during his or her term for any reason, the remaining directors shall have the power to elect a successor director to serve until the expiration of such term and until his or her successor shall be elected by the Members and qualified.

Section 3.    Time and Place of Meeting.

The Board of Directors shall meet at least once a year and at such place, either within or without the State of [STATE], as may be fixed from time to time by said Board of Directors. Until otherwise so fixed, said meeting shall be held immediately after the annual meeting of Members, at the office of the Corporation in [CITY], [STATE].

Section 4.    Call and Notice of Meetings.

Meetings of the Board of Directors may be called at any time by the President, Vice President, the Secretary or by a majority of the Board of Directors acting with or without a meeting. The Board of Directors shall decide what notice, if any, and the length of time prior to such meeting such notice shall be given. Attendance at any meeting shall operate as a waiver of notice. Any meeting at which all Directors are present shall be a valid meeting, whether notice thereof was given or not, and any business may be transacted at such meeting.

Section 5.      Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business and if at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.      By-Laws.

The Board of Directors may adopt by-laws for their own government and that of the Corporation not inconsistent with the Articles of Incorporation of these regulations.

Section 7.      Compensation.

The Board of Directors shall not receive compensation, but shall be entitled to reimbursement for expenses incurred in connection with attendance at meetings of the Board.

Section 8.      Cumulative Voting.

At each election for directors, each Member entitled to vote at such election shall have the right to cast, in person or by proxy, as many votes in the aggregate as he shall be entitled to vote under the Corporation's Articles of Incorporation, multiplied by the number of directors to be elected at such election; and each shareholder may cast the whole number of votes for one candidate or distribute such votes in whole numbers among two or more candidates. Directors shall not be elected in any other manner.

## ARTICLE IV

### Officers

#### Section 1. Number.

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. Any two or more of the offices may be held by the same persons, but no officers shall execute, acknowledge or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged or verified by two (2) or more officers.

#### Section 2. Other Officers.

The Board of Directors is authorized in its discretion to, at any time and from time to time, provide for such other officers, including Vice Presidents, as it deems desirable.

#### Section 3. Election, Term, and Removal.

At the first meeting of the Board of Directors, after their election annually, the Board shall select all officers of the Corporation, none of whom, except the President, shall be required to be a member of the Board. All officers of the Corporation shall hold their offices during the pleasure of the Board and until their successor or successors are elected and qualified, and the Board of Directors may remove or suspend any officer at any time without notice and without cause by the affirmative vote of a majority of the entire Board.

#### Section 4. Vacancies and Absence.

If an office shall become vacant by reason of the death, resignation, disqualification, or removal of the incumbent thereof, or other cause, the Board of Directors may elect a successor to hold the office for the unexpired term in respect to which such vacancy occurred or was created. In case of the absence of any officer of the corporation, or for any reason that the Board of Directors may determine as sufficient, the Board may delegate the powers and duties of such officer to any other officer, or to any Director, except where otherwise provided by these Regulations or by the laws of [STATE].

## ARTICLE V

### Duties of Officers

#### Section 1.     President.

The President shall be the chief executive officer and active head of the corporation, and, in the recesses of the Board of Directors, shall have general control and management of all its business affairs. He shall preside at all meetings of the Board of Directors and shall make annual reports to the Board of Directors showing the conditions of the affairs of the Corporation, making such recommendations as he thinks proper, and from time to time, shall bring before the Board of Directors information relating to the business and property of the Corporation. He shall perform generally all of the duties incident to the office of the President and as required or authorized by law.

#### Section 2.     Vice President.

The Vice President shall perform such duties as may be delegated to or required of him by the Board of Directors, or the President, or by the Members.

#### Section 3.     Secretary.

The Secretary shall keep a record of all proceedings of the Board of Directors and of all meetings of Members. He shall have charge of the seal and membership book of the Corporation and generally shall perform such other duties as pertain to his office or as may be required of him by the Members or by the Board of Directors.

#### Section 4.     Treasurer.

The Treasurer shall keep a record of and have custody of all funds and securities of the Corporation. He shall keep a record of all monies received and paid out and of all vouchers and receipts given therefor. He shall keep or have kept books of accounts of the financial condition of the Corporation and shall make an annual statement thereof for the annual meeting of Members. He shall deposit, or cause to be deposited, in the depository or depositories designated by the Board of Directors all of the money received by the Corporation and shall perform such other duties as may be required from time to time by the Members or Board of Directors or incident by law to the office of Treasurer. On the expiration of his term of office, he shall deliver to his successor papers, property, books, and monies in his possession or under his control.

#### Section 5.     Bonds of Officers.

The Board of Directors shall determine which officers or employees of the Corporation shall give bond and the amount thereof. The expense of any bonds so required shall be paid by the Corporation.

## ARTICLE VI

### Indemnification of Directors, Officers and Employees

The Corporation shall indemnify each director and officer, each former director and officer, and each person who is serving or has served at its request as a director or officer of another enterprise and may indemnify any employee or agent, any former employee or agent, and any person who is serving or has served at its request as an employee or agent of any other enterprise to the fullest extent from time to time permitted by the laws of the State of [STATE] in the event any of such persons shall be made or be threatened to be made, a party to any action, suit or proceeding whether civil, criminal, administrative, or investigative. As used herein, the terms officer, director, employee and agent shall include their heirs and personal representatives.

## ARTICLE VII

### Seal

The Board of Directors may from time to time adopt such seal or seals, if any, as they deem appropriate for the use of the Corporation in transacting its business.

## ARTICLE VIII

### Shares

There shall be no shares other ownership interest in the Corporation.

## ARTICLE IX

### Voting

Any action required to be taken by the Members of the Corporation may be taken by the affirmative vote of the Members entitled to exercise a majority of the voting power of the Corporation.

ARTICLE XI

Amendments

Any and all of these Regulations may be altered, amended, added to, or repealed by the affirmative vote of seventy-five percent (75%) of the Members entitled by law to vote thereon.

ARTICLE XII

Assent of Members

Any person becoming a Member of this Corporation shall be deemed to assent to these Regulations and any alterations, amendments or additions thereto lawfully adopted, and shall designate to the Secretary of the Corporation the address to which he desires that notices herein required to be given be sent, and all notices mailed to such address, with postage prepaid, shall be considered as duly given at the date of the mailing provided, however, that in the event that any Member shall have failed to so designate an address to which notices shall be sent, then such notices shall be sent to any address where the Secretary believes he may be reached.

The above Regulations of this Corporation were adopted by the Members on this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

Secretary