

## **Electric Model Flyers of Southern Ontario**

### **By Laws (Proposed Amendments 2012)**

#### **Mission**

The mission of the EMFSO is to enhance the enjoyment of electric model aviation by organizing events and providing relevant information for the benefit of its membership.

#### **Aims**

The Electric Model Flyers of Southern Ontario shall:

- promote electric model aviation;
- encourage the exchange of information;
- organize and conduct flying events, workshops, presentations, seminars, displays and contests;
- assist in the governance of electric model aviation;
- affiliate with organizations that have similar goals;
- support and endorse the Model Aeronautics Association of Canada (MAAC) and
- operate as a not-for-profit incorporated organization.

#### **Article 1 NAME**

1.1 The name of the organization shall be Electric Model Flyers of Southern Ontario.

1.2 Electric Model Flyers of Southern Ontario shall be abbreviated as EMFSO.

#### **Article 2 EMBLEM**

2.1 The official emblem of the EMFSO is:



#### **Article 3 ADDRESS**

3.1 The address of the organization is the address of the Secretary/Treasurer.

#### **Article 4 MEMBERSHIP**

- 4.1 Membership is open to people who complete an application, pay dues and abide by the by laws, policies, and procedures.
- 4.2 A current Model Aeronautics Association of Canada (MAAC) or Academy of Model Aeronautics (AMA) membership is required to fly a model aircraft at an EMFSO-organized event.
- 4.3 A member in good standing is a member who has fulfilled all the requirements of membership.

#### **Article 5 BOARD OF DIRECTORS**

- 5.1 Five (5) members in good standing shall form the Board of Directors (“Board”).
- 5.2 The Board shall consist of the following: President, Vice President of Indoor Events, Vice President of Outdoor Events, Secretary/Treasurer and Membership Director.
- 5.3 The positions (5.2) shall be Officers of the corporation.
- 5.4 The Board shall be elected by the membership at an Annual General Meeting. Two positions will become vacant in even years and three positions will become vacant in odd years.
- 5.5 The term of office of each Officer shall be two years.
- 5.6 Each Officer shall have one vote with the exception of the President who only votes to break a tie.
- 5.7 If an Officer is unable to fulfil his or her duties, the Board shall appoint a replacement to complete the term.
- 5.8 An Officer shall be at least 18 years of age on the day elected to the Board.
- 5.9 An Officer shall not be an undischarged bankrupt person, shall have no criminal record and be of sound mind.
- 5.10 An Officer may be removed from the Board by a process that is fair, open and follows Robert’s Rules of Order.

#### **Duties of the Officers**

- 5.11 President:
  - (a) Speaks for the organization.
  - (b) Conducts the general management of the organization.
  - (c) Chairs all meetings.
  - (d) Prepares an agenda for all meetings.
  - (e) Authorizes payment of expenditures.
  - (f) Shall have authority to co-sign a cheque

5.12 Vice President of Indoor Events:

- (a) Manages indoor events.
- (b) Chairs meetings in the absence of the President.
- (c) Votes to break a tie while chairing a meeting.
- (d) Shall have authority to co-sign a cheque.
- (e) Coordinates indoor event promotion.
- (f) Executes such duties as directed by the Board

5.13 Vice President of outdoor Events:

- (a) Manages outdoor events.
- (b) Chairs meetings in the absence of the President and other Vice President.
- (c) Votes to break a tie while chairing a meeting.
- (d) Shall have authority to co-sign a cheque.
- (e) Coordinates outdoor event promotion.
- (f) Executes such duties as directed by the Board.

5.14 Secretary/Treasurer:

Secretary:

- (a) Maintains all correspondence, files and other documentation pertinent to the operation of the organization.
- (b) Manages all equipment, software and other assets as necessary.
- (c) Prepares and sends correspondence for the organization as required by the Board.
- (d) Records and maintains the minutes of all meetings.
- (e) Provides a draft copy of the minutes to the Board in a timely manner.

Treasurer

- (a) Receives, disburses and accounts for all financial transactions of the organization.
- (b) Maintains a ledger for all financial transactions of the organization.
- (c) Recommends to the Board an annual fee structure for membership dues.
- (d) Provides an annual financial statement for the organization to the Annual General Meeting.
- (e) Prepares quarterly financial reports for the Board.
- (f) Prepares special financial reports as requested by the Board.
- (g) Proposes an annual budget for the Board.
- (h) Executes such other duties as directed by the Board.

5.15 Membership Director:

- (a) Plans and conducts an annual membership campaign.
- (b) Maintains a current roster of members.
- (c) Issues EMFSO membership cards.

- (d) Prepares and distributes quarterly membership reports to the Board.
- (e) Prepares and distributes special membership reports as requested by the Board.
- (f) Executes such other duties as directed by the Board.

## **Article 6 BOARD APPOINTMENTS**

### **6.1 Editor:**

- (a) Prepares a quarterly newsletter for distribution to the membership.
- (b) Writes editorial content for the newsletter that reflects the views of the organization.
- (c) Selects content relevant to electric model aviation.
- (d) Controls costs as approved by the Secretary-Treasurer.
- (e) Is appointed by the Board for a two-year term.
- (f) Is responsible to the Board.

### **6.2 Webmaster:**

- (a) Designs, develops, administers and maintains the official website of the EMFSO.
- (b) Manages the organization's web domain ([www.emfso.org](http://www.emfso.org)) and the relationship with its internet service provider.
- (c) Reflects the views of the Board on all matters.
- (d) Controls costs as approved by the Secretary-Treasurer.
- (e) Is appointed by the Board for a two year term.
- (f) Is responsible to the Board.

## **Article 7 NOMINATIONS**

7.1 Board positions are open for nomination at the end of each two-year term.

7.2 All nominations must be in writing, dated and signed by the nominator, seconder and nominee. Nominators and seconders must be members in good standing.

## **Article 8 ANNUAL GENERAL MEETING**

8.1 The Annual General Meeting (AGM) shall be held on or before March 31st of each year.

8.2 The location, date and agenda for the AGM are set by the Board.

8.3 Members in good standing at the time of the AGM are entitled to vote at the AGM.

8.4 Additions to the agenda shall be accepted from the floor if proposed and seconded by members in good standing.

8.5 Members in good standing are entitled to vote at the AGM.

## **Article 9 ELECTIONS**

- 9.1 Elections shall be conducted at the AGM.
- 9.2 Voting shall be conducted by a show of hands.
- 9.3 A majority vote of members in good standing and in attendance is required for a nominee to be elected to the Board.
- 9.4 Two Board members are to be elected at the AGM held in each even-numbered year.
- 9.5 Three Board members are to be elected at the AGM held in each odd-numbered year.
- 9.6 After each election, the five members of the Board will determine who will become the President, Vice-President, Secretary-Treasurer, and Membership Director and Director.

## **Article 10 QUORUMS**

- 10.1 A quorum for a Board meeting shall be three Board members.
- 10.2 A quorum for an AGM shall be 10% of the members in good standing on December 31 of the previous membership year.

## **Article 11 FISCAL YEAR**

- 11.1 Fiscal year is from January 1st to December 31st
- 11.2 An independent audit of the financial records, if deemed necessary, may be requested by the Board.
- 11.3 Appointment of an independent auditor, if deemed necessary, shall be ratified by the Board

## **Article 12 DUES**

- 12.1 A schedule of dues shall be approved by the Board each year.
- 12.2 The due date for membership renewal is January 1.
- 12.3 The Board may set and impose special one-time levies.

## **Article 13 COMMITTEES**

- 13.1 Committees may be established by the Board.
- 13.2 Committees shall function for a maximum period of two years.

## **Article 14 MEETINGS**

- 14.1 All meetings, including Board and committee meetings are open to members and guests.

14.2 The Board shall determine if a meeting or part of a meeting shall be closed.

#### **Article 15 AMENDMENTS**

15.1 Members shall be informed of a proposed amendment to the By-Laws at least 30 days before the AGM.

15.2 A majority vote of the members present at the AGM is required to make an amendment to the By-Laws.

#### **ADDENDA**

1. An addendum may be revised by a majority vote of the Board.
2. The two-year term of office for Board members is staggered to ensure a degree of continuity within the Board.
3. The first election under these By-Laws will be for all positions.
4. Subsequent elections shall have nominations for the appropriate number of positions on the Board.
5. After the first year two positions on the board shall become vacant.

#### **Definitions**

1. The word "member(s)" used in this document means member(s) in good standing.