



P.O. Box 2872
Del Mar, CA 92014-5872
www.torreyпинesgulls.org

Torrey Pines Gulls Radio Controlled Soaring Society, Inc.

Bylaws: Torrey Pines Gulls

Edited and amended by Bill Eckles in January 2008

- I This organization shall be known as the "Torrey Pines Gulls Radio Control Soaring Society, Incorporated."
- II The primary purpose of the society is to support and encourage the activities of its members engaged in radio controlled sailplane flying.
- III The society shall always be a nonprofit organization and will be non-discriminatory with respect to race, creed, sex, age and religion.
- IV The executive officers shall consist of the following: President, Vice-President, Secretary, Treasurer, Thermal Coordinator, Slope Coordinator, Communications Officer, Membership Chairman and Winch Master.
- V The Executive Council shall consist of the Executive Officers and the immediate past President.
- VI A quorum of the Executive Council shall consist of any six of its members.

Bylaws of the Torrey Pines Gulls Radio Control Soaring Society, Incorporated

Article I

Principal Office

The principal office of the Torrey Pines Gulls Radio Control Soaring Society, Incorporated (society) is fixed and located at P.O. Box 2872, Del Mar, San Diego County California 92014-5872. The Executive Council of this society is granted full power and authority to change the principal office from one location to another within the county. Any change in location shall be noted



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in this document by the Secretary, but shall not be considered an amendment of these bylaws.

Article II

General Membership

Section I. Classification and number of members

There shall be three classes of members of the society: regular members, junior members and temporary members.

Regular Members of the society shall consist of those persons who are and remain regular members of the Academy of Model Aeronautics (AMA), 5161 East Memorial Drive, Muncie IN 47302, have signified their interest in model aeronautics and a desire to be such a member of the Torrey Pines Gulls Radio Control Soaring Society, Inc. and have paid all requisite initiations fees and dues.

Junior members of the society shall consist of those persons who are and remain junior members of the AMA, have signified their interest in model aeronautics and a desire to be such a member of the Torrey Pines Gulls Radio Control Soaring Society, Inc. and have paid all requisite initiation fees and dues.

Temporary members of the society shall consist of those persons who, for a daily fee, wish to make use of the society's use permit for the cliff at Torrey Pines. Temporary members shall be required to purchase a day use permit at Torrey Pines Glider Port. Temporary members shall not have voting rights.



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Initiation Fees and Dues: Initiation fees and yearly dues shall be set by the Executive Council. Executive Council members shall have their dues refunded by the society upon the completion of their yearly term.

Procedure for Admission to Membership: Membership will be open to anyone who is a member in good standing in the Academy of Model Aeronautics. Admission to this society is gained by entering proper evidence of admission in good standing to the Academy of Model Aeronautics and evidence that the prospective member has met all the requirements and has applied for any required license.

Expulsion of Members: any member of the society may be expelled due to the nonpayment of dues 30 days after the date due. Any member can be expelled for conduct which the membership shall deem inimical to the best interests of the society, by the affirmative vote of 2/3 of the members present at a general meeting. A member accused of misconduct shall be notified by mail at least ten days prior to the meeting at which the vote is to be taken and shall be given the opportunity at the meeting to defend himself.

Meetings: The monthly meeting of the regular members of the society shall be held at 7:00 pm on the second Tuesday of the month. The meetings will last until no later than 9:00 pm. Executive board meetings will be held on the Wednesday prior to the second Tuesday of the month at a site determined by the board and will also start at 7:00 pm. An annual meeting of the regular members of the society shall be held at 7:00 pm on the second Tuesday of January of each year and special meetings of the regular membership of the society may be called and held as directed by the Executive Council or by any majority of the regular members. Notice of each meeting will be announced on the club web site and in the club newsletter at least three days prior to the meetings. If an annual meeting of the regular members is not held on the second Tuesday of January, the



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executive Council shall call a special meeting of regular members in lieu of the annual meeting and it shall meet no later than February of that year.

Voting: All regular members shall have equal voting rights and each regular member shall be entitled to cast one vote. Only in the election of the executive council may each member have one vote for each vacancy to be filled. Elections shall be held at the November general meeting. Nominations shall be held in October by the executive council, with additional nominations as desired occurring from the floor of the meeting at which the election is held. Votes may be submitted by secret ballot or by a show of hands as decided by the membership at the meeting. The results of the election will be made known at the November meeting after the vote has been counted.

Quorum: The presence in person of one fifth or a minimum of 20 regular members of the society shall constitute a quorum for the transaction of business at any meeting of members. There shall be no voting by proxy.

ARTICLE 111

EXECUTIVE COUNCIL MEMBERS

Section 1. Number and Qualification

The authorized number of Executive Council members shall be at least seven and not more than ten until changed by amendment of the Articles of Incorporation or by an amendment to these By-Laws adopted by the members. Each member at the Executive Council of the Society shall be a regular member of the Society, and if a person ceases to be a regular member of the Society, he shall also cease to be a member of the Executive Council of the Society.



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The Executive Council shall consist of the immediate past president of the Society and the following executive officers: president, vice-president, secretary, treasurer, thermal coordinator, communications officer, slope coordinator, membership chairman, and winch master.

Section 2. Election and Term of Office

Executive Council members shall be elected at the November meeting of regular members. All Executive Council members shall hold office until their respective successors are elected, except in the case of resignation, death, disability, or the removal of an executive officer.

All executive officers shall be elected for a term of one year. This term is to be from January 1 to December 31. Members of the executive board are limited to serving no more than two consecutive terms. Upon completing his term at one position, that member is eligible to run for another executive council position.

Section 3. Removal of Executive Council Members

An Executive Council member may be removed from office by the affirmative vote of two-thirds of the regular members of the Society, or by a simple majority of the existing Executive Council. The Executive Council member to be removed shall not have a vote concerning this dismissal.

Section 4. Vacancy

A vacancy in the Executive Council caused by death, resignation, disability, or removal of an officer shall be filled by a majority vote of the remaining executive officers or by the sole remaining executive officer with the approval of the general membership.



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Section 5. Quorum and Meetings of the Executive Council

Six members of the Executive Council shall constitute a quorum for the transaction of business.

Regular meeting of the Executive Council shall be held without call each month at a place designated by the President. Special meetings of the Executive Council for any purpose or purposes may be called at any time by the President, or if he is unable or refuses to act, by any six executive members.

Section 6. Powers of the Executive Council

Subject to the limitations of the Articles of Incorporation and to the general non-profit laws of the State of California, on any action to be authorized or approved by the members, all corporate power shall be exercised by or under the authority of, and the business and affairs of the Society, shall be controlled by the Executive Council. Without prejudice to those general powers, but subject to the same limitations, it is expressly declared that the Executive Council shall have the following power:

- (a) To prescribe powers and duties for officers, agents, and employees as may not be inconsistent with the law, with the Articles of Incorporation, or with these By-Laws.
- (b) To conduct, manage, and control the affairs and business of the Society, and to make such rules and regulation as are not inconsistent with the law, with the Articles of Incorporation, or with these By-Laws as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time as in their judgment they may deem



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best, provided the seal shall at all times comply with the provisions of the law.

- (d) To borrow money, and incur indebtedness for the purpose of the Society and, for that purpose, to cause to be executed and delivered, in the Society's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt, and securities for them.
- (e) To manage in the manner they deem best, all funds and property, real and personal received from acquired or earned by the Society and to distribute or dispense them.
- (f) To make and publish house rules not inconsistent with these By-Laws to govern the operation and use of the Society's facilities.

ARTICLE IV OFFICERS

Section 1. Officers

The officers of the Society shall be president, a vice-president, a secretary, a treasurer, a thermal coordinator, a communications officer, a slope coordinator, a membership chairman, and a winch master.

Section 2. President

The President shall be the executive officer of the Society and subject to the control of the Executive Council, the General Membership meetings, and shall have general supervision, direction, and control of the affairs of the Society. The President shall preside at all meetings of members and at all meetings of the Executive Council. At the annual meeting of the members the President shall make a report of the general business of the Society during the previous year. The President shall nominate all standing



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committees in accordance with these By-Laws, subject to the approval of the Executive Council, and shall be an ex-officio member of all committees.

Section 3. Vice-President

The Vice-President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions on, the President. In addition, the Vice-President shall administrate the monthly raffle "Gull's Nest" and shall organize the program/entertainment for each meeting.

Section 4. Secretary

The Secretary shall keep a book of Minutes of all monthly business meetings and of the Executive Council meetings. The secretary shall conduct the official correspondence of the Society and shall perform such other duties as may be designated by the Executive Council.

Section 5. Treasurer

The Treasurer shall have general charge of the financial records and accounts of the Society and shall keep and maintain adequate and correct books of account showing receipts and disbursements of the Society and an account of its cash and other assets. The Treasurer shall deposit all monies of the Society with such depositories as are designated by the Executive Council. The Treasurer shall render to the President and the Executive Council upon request, statements of the financial condition of the Society, provided that statements shall be rendered at least quarterly. The Treasurer shall file the tax returns of the Society.



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Section 6. Thermal Coordinator

The Thermal Coordinator shall coordinate all thermal soaring events and ensure that thermal contests are properly governed and directed. The Thermal Coordinator shall maintain a complete record of performance by all thermal contests entrants and be the chairman of the Awards Committee. The Thermal Coordinator may appoint any staff he feels will be required to conduct any event. This staff can include: scorekeeper, assistant contest director, field manager, etc. Any permanent positions must be approved by the Executive Council. The Thermal Coordinator shall act as safety officer at all thermal events sponsored by the society.

Section 7. Communications Officer

The Communication Officer shall edit and publish a monthly newsletter to be sent to all members of the Society, except temporary members, to representatives of certain other clubs, to the AMA, and to anyone else as directed by the President. He shall correspond with other club editors as required to keep members informed of regional events, and to inform others of the Society's activities.

Section 8. Slope Coordinator

The Slope Coordinator shall ensure that slope contests are properly governed and directed. He will be in charge of all slope operations including but not limited to supplying the Torrey Pines concessionaire with Day Use Tickets and coordinating all slope events. The Slope Coordinator may appoint any staff he feels will be required to conduct any event. This staff may include: safety officer, deputy slope directors, scorekeeper, assistant contest director, field manager etc. Any permanent positions must be



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approved by the Executive Council. The Slope Coordinator shall report to both the Executive Council and the regular members on slope operations.

Section 9. Membership Chairman

The membership Chairman shall be responsible for processing new members, and providing them with an information package. The Membership Chairman shall maintain all membership records and provide the Executive Council with names and addresses of new members in a timely manner. The Membership Chairman shall maintain a membership book for the Society showing the name and address of each regular member.

Section 10. Winch Master

The Winch Master shall maintain the launching equipment in satisfactory working order, assign equipment to club members, attempt to have all winches at every thermal contest, provide rules and direction for use and care, and assist the Thermal Coordinator. The Winch Master shall be responsible to ensure each winch is rebuilt as required for good maintenance.

ARTICLE V MISCELLANEOUS

Section 1. Execution of Documents

The Executive Council may authorize any officer or agent to enter into any contract or execute any instrument in the name and on behalf of the Society, and this authority may be general or confined to specific instances: and, unless so authorized by the Executive Council, no officer, agent, or other person shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable for any purposes for any amount.



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Section 2. Inspection of By-Laws

The Society shall keep in its principal office the original or a copy of these By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the member's at all reasonable times.

Section 3. Rules of Order

The rules contained in Robert's Rules of Order, shall govern all member's meetings and Executive Council meetings of the Society except in instances of conflict between Robert's Rules of Order and the Articles of Incorporation or the By-Laws of the Society or provisions of law.

ARTICLE VI - AMENDMENT TO BY-LAWS

These By-Laws may be amended by the vote or written consent of a majority of the regular members, or the vote of a majority of a quorum of the regular members at a meeting called for that purpose.

In addition, these By-Laws may be amended at any time by the Executive Council, provided, however, that any amendment to these By-Laws changing the number of members of the Executive Council be adopted with the vote or written consent of regular members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of regular members called for that purpose. Any amendment to these By-Laws adopted by the Executive Council shall be binding upon the members unless and until rejected by the regular members at an annual meeting or a special meeting of the members called for that purpose. It shall be the duty of the Council to present to the regular members for ratification or rejection at



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each annual meeting of the Society or at any special meeting held in lieu of an annual meeting, amendments to By-Laws that may have been made by the Council during the immediately preceding year.