

**BYLAWS OF
THE TORREY PINES GULLS RADIO CONTROL SOARING SOCIETY,
INCORPORATED**

ARTICLE I

A. NAME

This organization shall be known as the “Torrey Pines Gulls Radio Control Soaring Society, Incorporated.”

B. LOCATION

The principal office of the Torrey Pines Gulls Radio Control Soaring Society, Incorporated (“Society”) is located at 13605 Kibbings Road, San Diego, CA 92130. The Executive Council of this Society is granted full power and authority to change the principal office from one location to another within San Diego County. Any change in location shall be noted in this document by the Secretary but shall not be considered an amendment of these Bylaws.

ARTICLE II: PURPOSE

The primary purpose of the Society is to support and encourage the activities of its members engaged in radio-controlled sailplane flying.

ARTICLE III: MEMBERSHIP

A. GENERAL MEMBERSHIP

The Society shall always be a non-profit organization and will be non-discriminatory with respect to race, creed, sex, age, and religion. There shall be four classes of Society members: Full members, Youth members, Student members, and Temporary members.

Section 1 – Full Members. Full Members of the Society shall consist of those persons who are and remain Full 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 dues.

Section 2 – Youth Members. Youth members of the Society shall consist of those persons who are 19 years or younger and remain Youth 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 dues.

Section 3 – Student Members. Student members of the Society shall consist of those persons who have a current full-time student status at a college or university, have current membership (full or youth) in 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 dues.

Section 4 – Temporary Members:

- 1) *Temporary Sponsored Members.* Temporary Sponsored Members of the Society are those persons who are sponsored by a current TPG member and wish to make use of the Society's flying field(s) for a period of no more than two weeks. Temporary members who wish to fly at the Torrey Pines Gliderport shall be required to purchase any required permit to fly and hold current AMA membership. Temporary members who wish to fly at other Society fields must be a current AMA member or at minimum purchase a three-month trial AMA membership. A TPG member may sponsor only one temporary member at any given time.
- 2) *Temporary Contest Members.* Temporary Contest Members of the Society are those persons who enter a Society-run contest/event and pay any applicable non-member fee. The temporary membership is valid only for the duration of the event, and for only the flying field at which the event takes place.

Section 5 – Procedure for Admission to Membership. Membership will be open to anyone who is a member in good standing in the AMA. Admission to the Society is gained by entering proper evidence of admission in good standing to the AMA and evidence that the prospective member has met all the requirements.

B. MEMBERSHIP DUES

Annual membership dues shall be set by the Executive Council and will be defined on the website. Changes to the dues shall not be considered an amendment of these Bylaws.

C. RESIGNATION

Any member may resign his/her membership by giving written notice to the Society. No refunds will be provided to members that resign their membership.

D. SUSPENSION

If a Society member's AMA membership lapses, his/her membership in the Society shall be suspended subject to the notification of restored AMA membership. Society members lose their Society membership privileges during any such suspension. It is the individual member's responsibility to ensure their AMA membership remains current.

E. EXPULSION

Any member of the Society may be expelled for 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 (including breach of flight safety rules or any other unacceptable behavior), by a two thirds (2/3) majority vote of the Executive Council. A member accused of misconduct shall be notified by electronic mail at least 10 days prior to the Executive Council meeting at which the vote is to be taken and shall be given the opportunity at the meeting to defend himself/herself.

REINSTATEMENT AFTER EXPULSION

After expulsion, a two-thirds (2/3) majority vote of the Executive Council is required for reinstatement to the Society.

F. EXECUTIVE COUNCIL MEMBERS

The authorized number of Executive Council members shall be at least seven and not more than 10 until changed by amendment of the Articles of Incorporation or by an amendment to these Bylaws adopted by the members. Only current members of the Society may serve on the Executive Council. If a person's Society membership lapses, he/she shall be suspended from the Executive Council for the duration of their membership lapse or the end of their original term, whichever occurs first.

The positions associated with the Executive Council are defined in Article IV.A of these Bylaws.

Executive Council members shall be elected at the annual end-of-year meeting by members present at that meeting, provided a quorum is established as defined in Article VIII.B of these Bylaws. 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.

An Executive Council member may be removed from office either by the affirmative vote of two-thirds (2/3) of the members of the Society, or by a two-thirds (2/3) majority of the Executive Council.

A vacancy in the Executive Council caused by death, resignation, disability, or removal of an officer shall be filled for the remainder of the applicable term by a majority vote of the remaining executive officers.

A simple majority of the seated Executive Council shall constitute a quorum for the transaction of business.

Regular meetings of the Executive Council shall be held at least quarterly at a location, or using an electronic medium, as designated by the President. Special meetings of the Executive Council for any purpose(s) may be called at any time by the President, or if he/she is unable or refuses to act, by any six executive officers.

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:

- 1) 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 Bylaws.
- 2) 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 Bylaws as they may deem best.

- 3) 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 best, provided the seal shall at all times comply with the provisions of the law.
- 4) 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 evidence of debt, and securities for them.
- 5) 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.
- 6) To make and publish rules not inconsistent with these Bylaws to govern the operation and use of the Society's facilities.

ARTICLE IV: OFFICERS

A. OFFICERS

The Executive Council of the Society shall consist of the following: President, Vice President, Secretary, Treasurer, Thermal Coordinator, Slope Coordinator, Discus Launch Glider (DLG) Coordinator, Communications Officer, Membership Chairman, and Past-President at his/her discretion.

B. TERM OF OFFICE

The officers are to be elected annually. 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 Council are limited to serving no more than two consecutive terms, unless agreed upon by the affirmative vote of two thirds (2/3) of the members present at a general meeting. Upon completing his/her term at one position, that member is eligible to run for another Executive Council position.

C. DUTIES

Section 1 – 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 committees in accordance with these Bylaws, subject to the approval of the Executive Council, and shall be an *ex officio* member of all committees.

Section 2 – 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 organize the program/entertainment for club meetings as scheduled by the Executive Council.

Section 3 – Secretary. The Secretary shall keep a book of Minutes of all 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. The secretary shall maintain the official records of the club. He/she may delegate others to assist with records retention.

Section 4 – 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.

Section 5 – Communications Officer. The Communications Officer shall be responsible for the oversight and implementation of all internal and external communications. This includes, but is not limited to, publishing a newsletter (at least quarterly) to be made available on the Society web site, directing overall content of the Society web site, and managing the Society's social media presence.

He/she shall correspond with other club communications officers as required to keep members informed of regional events, and to inform others of the Society's activities. He/she may delegate others to implement and maintain all communication subject to approval by the Executive Council.

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 required to conduct any event. This staff may include safety officer, scorekeeper, assistant contest director, field manager, etc. Any permanent positions must be approved by the Executive Council.

Section 7 – Slope Coordinator. The Slope Coordinator shall ensure that slope contests are properly governed and directed. He/she will be in charge of all slope operations including interfacing with any Concessionaire at the Torrey Pines Gliderport and coordinating all slope events. The Slope Coordinator may appoint any staff 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 approved by the Executive Council. The Slope Coordinator shall report to both the Executive Council and the membership on slope operations. The Slope Coordinator shall give a list of Torrey Pines Gliderport-rated pilots to the Membership Chairman.

Section 8 – Discus Launch Glider (DLG) Coordinator. The DLG Coordinator shall ensure that DLG contests are properly governed and directed. The DLG Coordinator shall maintain a complete record of performance by all DLG contest entrants. The DLG Coordinator may appoint any staff required to conduct any event. This staff may include safety officer, scorekeeper, assistant contest director, field manager etc. Any permanent positions must be approved by the Executive Council.

Section 9 – Membership Chairman. The Membership Chairman shall be responsible for processing new members, and providing them with an information package, membership card and key to access the Club's gated flying sites. 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 member, excluding Temporary Members.

D. APPOINTED OFFICERS

By approval of the Executive Council the Society may at any time generate additional positions to assist the Society. Those people filling these roles shall be considered as non-voting members of the Executive Council. These appointed roles include Representative to Torrey Pines Soaring Council, Historian. At club sponsored events, the official director of that event is appointed as the safety officer for that event unless specifically noted otherwise.

ARTICLE V: MEETINGS

A. REGULAR MEETINGS

An annual meeting of the members of the Society shall be held during the month of December (date and time to be decided) of each year and additional meetings of the membership may be called and held as directed by the Executive Council or by a two-thirds (2/3) majority vote of the members. Notice of each meeting will be announced on the Society web site and in the newsletter at least one month prior to the meetings. Meetings may be held in person or virtually (*e.g.*, Zoom) depending on current circumstances. If an annual meeting of the membership is not held in December, the Executive Council shall call a special meeting of the membership in lieu of the annual meeting and it shall meet no later than February of the following year.

B. EXECUTIVE COUNCIL MEETINGS

Executive Council meetings will be held no less than quarterly at a time and place determined by the Executive Council.

ARTICLE VI: SOCIETY RECORD KEEPING

All records of the operation of the Society are to be passed on when new officers are elected. The Executive Council shall maintain a system for society record retention and club continuity.

ARTICLE VII: COMMITTEES

The Executive Council can establish standing committees or special committees by two-thirds (2/3) majority vote of the officers.

ARTICLE VIII: NOMINATIONS AND ELECTIONS

A. NOMINATIONS

Nomination for officer position can be from the floor, by electronic mail, or by regular mail.

B. ELECTIONS

Elections shall be held at the December annual meeting. Nominations shall be held in October by the Executive Council, with additional nominations as desired occurring from the general membership at least 30 days prior to the meeting at which the election is held.

All annual members (*i.e.*, Full, Student, Youth) shall have equal voting rights and each annual 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.

Votes may be submitted by secret ballot or by a show of hands as decided by the membership at the meeting. The election results will be made known at the December meeting after the vote has been counted.

Quorum: The presence in person of one fifth (1/5) or a minimum of 20 annual members (whichever is less) of the Society shall constitute a quorum for the transaction of business at any meeting of members. There shall be no voting by proxy. If a quorum cannot be established for election of officers at the December meeting, the existing Executive Council may serve, should they wish, until such time as a quorum is established and new officers elected.

ARTICLE IX: MISCELLANEOUS PROVISIONS

A. 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.

B. INSPECTION OF BYLAWS

The Society shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the membership at all reasonable times. The bylaws shall also be posted on the Torrey Pines Gulls website.

C. ROBERT'S RULES

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 Bylaws of the Society, or provisions of law. In cases of conflict the Society Bylaws or provisions of law have precedent.

D. FISCAL YEAR

The Society fiscal year is the same as the calendar year and ends December 31 of each year.

E. SOCIETY LOGO

The official logo of the Society is as shown below.



F. DISSOLUTION

The duration of the Society shall be perpetual. The Society may be dissolved with the approval of two-thirds (2/3) vote of the membership. Following dissolution, all society assets shall be liquidated, and the sum of the assets donated to the Academy of Model Aeronautics.

ARTICLE X: AMENDMENT OF THESE BYLAWS

These Bylaws may be amended by the vote or written consent of a majority of the annual members, or the vote of a majority of a quorum of the annual members at a meeting called for that purpose.

In addition, these Bylaws may be amended at any time by the Executive Council, provided, however, that any amendment to these Bylaws changing the number of members of the Executive Council be adopted with the vote of the membership with voting privileges at an annual membership meeting, or the vote of a majority of a quorum at a meeting of annual members called for that purpose. Any amendment to these Bylaws adopted by the Executive Council shall be binding upon the members unless and until rejected by the annual 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 annual members for ratification or rejection at each annual meeting of the Society or at any special meeting held in lieu of an annual meeting, amendments to Bylaws that may have been made by the Council during the immediately preceding year.

ARTICLE XI: COMPLAINT PROCEDURE (FLIGHT AND SAFETY RULES)

The complaint procedure provides a mechanism to enforce existing safety rules by providing a progressive disciplinary system when needed. Although most complaints can be resolved informally, if a complaint is serious or cannot be resolved informally, the matter should be referred to the Safety Committee for its consideration by means of a Complaint Form to be filled out and turned into the Safety Committee Chairman. At least one witness is required to sign the Complaint Form.

The Safety Officer/Committee shall use its judgment in carrying out action on the following:

A complaint form will be filled out and turned into the Safety Officer/Committee Chairman. At least one witness is required.

FIRST VIOLATION

Viewpoints of both complainants and accused will be considered. Complainant's name will be disclosed. If justified, a verbal reprimand will be given to the accused by the Safety Officer/Committee, and this will be recorded in the Society record.

SECOND VIOLATION

Complainant's name will be disclosed. The accused has the right to a written rebuttal, to be reviewed by the Safety Officer/Committee. If the Committee so decides, the flying privileges of the accused will be suspended for 30 days. Written notice of this shall be issued and a copy published in the Society newsletter.

THIRD VIOLATION

Safety Officer/Committee will notify the accused in writing and the Society members via e-mail that the Executive Council will vote on the expulsion of the accused at an upcoming meeting. Said expulsion will be at minimum for one year. A member may be expelled from the Society only upon a two-thirds (2/3) majority vote of the Executive Council. Voting will be by secret ballot. The expelled member may reapply for membership after the one-year expulsion period. Egregious violations may result in bypassing first and second violation procedures.

Expulsion will generally not be pursued unless three violations occur within a two-year period of time, or if the violations are particularly egregious.

Any member subject to a complaint, who directs any retaliation action against the person filing said complaint, will be subject to immediate expulsion from the Society. This is to include threats, intimidation, physical harm, intentional equipment damage, or any other action deemed to be retaliatory by the Officers.

Adopted by the Executive Council, and ratified by the general membership:

January 18, 2022

Date

Dale Gottdank

Secretary, Torrey Pines Gulls

Torrey Pines Gulls Radio Control Soaring Society, Inc. Complaint Form

Date:

Time:

Nature of Violation:

Signature:

Witness:

Additional Witnesses (optional):
