AMENDED AND RESTATED CONSTITUTION AND BYLAWS OF THE ASSOCIATED MODELERS OF SACRAMENTO, INC. (AMOS)

ARTICLE I – NAME

Section 1. The name of this association is “Associated Modelers of Sacramento, Inc.” hereafter referred to as the “Club” or as “AMOS.”

ARTICLE II – MISSION AND PURPOSE

Section 1. The Club’s primary purpose is to provide youth and members of the public with educational opportunities in science, technology, engineering, and mathematics (STEM) through model aviation. By offering hands-on experiences in building and flying model aircraft, we help participants learn practical applications of physics, aerodynamics, electronics, and problem-solving skills.

These activities further:

Teach participants about aerodynamics, flight mechanics, and engineering principles in an accessible, experiential way.

- Foster interest in aviation and STEM-related fields, encouraging career pathways in science, engineering, and aviation.
- Provide structured, safe programs that build critical thinking, teamwork, and responsibility.
- Make aviation education accessible to underserved youth and the general public through workshops, demonstrations, and mentoring.

Through these programs AMOS advances education and promotes public understanding of aviation science.

Section 2. All special and local enterprises of the Club shall conform to the policies of the Academy of Model Aeronautics (AMA) and the regulations of those organizations governing model contests.

Section 3. To ensure that high standards of safety and sportsmanship, according to the practices and recommendations of the AMA, are observed by all participating persons.

Section 4. To promote the activities of the organization as a community function in a manner that will cause the Club to be perceived by the community as a valued and valid participant in the community.

Section 5.

A. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. This corporation is organized and operated exclusively for the purposes set forth in Article II, Section 1 hereof within the meaning of Internal Revenue Code section 501(c)(3).

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

D. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

E. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

F. In case of any conflict between the terms of this Constitution and Bylaws, hereinafter referred as Bylaws, and the terms of the Articles of Incorporation on file with the California Secretary of State, the provisions of the Articles of Incorporation shall govern.

ARTICLE III – MEMBERSHIP

Section 1. A person's race, ethnic origin, religious belief, handicap, sexual orientation, or gender shall not be considered in granting a person membership in AMOS.

Section 2. Club membership shall not be limited in the total number of possible members.

Section 3. To qualify for membership in AMOS, an individual, other than a non-flying member, must provide proof of current full membership with the AMA and a completed

AMOS membership application, with the appropriate dues and fees, to the Membership Chairman. A non-flying member's membership card shall have the words "non-flyer" in place of their AMA Number. A non-flying member will be prohibited from operating any aircraft or drone at the field unless under the AMA introductory pilot program .

Section 4. Active members shall be entitled to participate in the ordinary activities of the Club. The Club has the following membership categories:

A. Full Member

An individual who holds a current full AMA membership (and has paid the full dues for AMOS membership provided that a non-flying member need not hold a current AMA membership.

B. Family Member

Spouse or child/grandchild (under the age of 18) of a full member, who holds a current full AMA membership and has paid family member dues for AMOS membership, provided that a non-flying member need not hold a current AMA membership.

C. Junior Member

An individual under age 18, who holds a current full AMA membership, has no parent/grandparent currently in full member status, and has paid junior member dues for AMOS membership.

D. Life Member

An individual who has been recommended to and approved by the Board of Directors (with confirmation by a simple majority vote of the members) to life membership in AMOS. Such a person is considered a full member by meeting all qualifications, except for the payment of AMOS dues.

E. Honorary Member

An individual granted an honorary AMOS membership by a simple majority vote of the members. Nominations for honorary membership consideration may be submitted only by a full member. When flying, honorary members must show proof of current full AMA membership by placing their AMA card on the frequency board at the airfield.

F. Associate Member

An individual who has been recommended to and approved by the Board of Directors (with a simple majority confirmation vote of the members) to associate

membership in AMOS. Such a person will be entitled to all benefits of membership except flying and voting and will not be required to be an AMA member or pay AMOS dues.

Section 5. Voting rights shall be limited to Full Members and Lifetime Members.

Section 6. Membership Revocation

Membership in AMOS may be revoked for one or more of the following reasons:

A. Failure to comply with FAA regulations.

B. Failure to comply with applicable AMA or AMOS rules.

C. Continual violation of safe practices in the building or operation of model aircraft/helicopter/drones.

D. Continual unsportsmanlike conduct.

E. Theft or vandalism of any kind to property of Club members or Club property or buildings.

F. Any actions that are to the detriment of the Club.

Section 7. The following steps in the Revocation Process shall be followed:

A. The offender shall appear before the Board at the regular monthly meeting or a special meeting at a mutually agreed time to discuss the case. The Board shall then, by secret ballot, vote by simple majority to recommend revoking or sustaining membership to the Club membership.

B. At the next regularly scheduled general membership meeting, the Board recommendation shall be discussed and a vote taken by secret ballot. The membership may take appropriate action, up to and including revoking/sustaining membership. A two-thirds (66 2/3%) vote of the members present is required to pass the Board recommendation or other appropriate action.

Section 8. Reinstatement of Membership

A two-thirds (66 2/3%) vote of the membership present, at a general membership meeting, is required for reinstatement of an individual whose membership has been revoked.

ARTICLE IV: DUES AND FEES

Section 1. Proposal by the Board. The Board of Directors shall determine and propose the amount of annual dues payable by members for each fiscal year.

Section 2. Approval by the Members. The proposed annual dues shall not become effective until approved by a simple majority of the members entitled to vote at a duly noticed membership meeting at which a quorum (a quorum is defined as 20% of voting members for the purpose of this document) is present. In case of failure to approve the proposed dues, the dues for the new year shall remain the same as the previous year.

Section 3. Notice of Dues. Following approval by the members, each member shall be notified in writing (including by electronic means, if authorized by the member) of the amount of dues and the date by which payment is required.

Section 4. Failure to Pay. Any member who fails to pay the approved dues within thirty (30) days after the due date shall be subject to a $10 late fee. Any member who fails to pay the approved dues within sixty (60) days after the due date shall be subject to suspension or termination of membership in accordance with these Bylaws.

Section 5. Special Assessments.

(a) Proposal by the Board. The Board of Directors may, when necessary, determine and propose assessments upon the members in addition to annual dues.

(b) Approval by the Members. No assessment shall become effective unless approved by at least two-thirds (66 2/3%) of the members entitled to vote at a duly noticed membership meeting at which a quorum is present.

(c) Notice of Assessment. Following approval by the members, each member shall be notified in writing (including by electronic means, if authorized by the member) of the amount of the assessment, the purpose for which it is levied, and the date by which payment is required.

(d) Failure to Pay. Any member who fails to pay an approved assessment within ninety (90) days] after the due date shall be subject to suspension or termination of membership in accordance with these Bylaws.

Section 6. Field Improvement Fee. The payment of a field improvement fee is required to become a Full member of AMOS. The amount of this fee shall be $150 unless amended with the approval of a simple majority of the members entitled to vote at a duly noticed membership meeting at which a quorum is present.

Section7. There shall be no refund of dues, fees, or other monies paid. except as approved by a majority of the members entitled to vote at a duly noticed membership meeting at which a quorum is present.

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Section 8. The fiscal year will be January 1st through December 31st of each calendar year. Membership dues/fees must be paid on or before January 31st and are considered delinquent thereafter, with appropriate penalties applied.

ARTICLE V – BOARD OF DIRECTORS

Section 1. The purpose of the Board of Directors (Board) is to oversee the operation of AMOS. The Board shall conduct itself and AMOS in accordance with the California State Corporation Code sections pertaining to "Non-Profit Public Benefit" organizations, any other relevant state statutes and any and all AMA directives.

Section 2.
Subject to the provisions of the Articles of Incorporation of the Club, California Nonprofit Corporation Law, and any other applicable laws; the business and affairs of the Club shall be managed, and all corporate powers shall be exercised, by, or under the direction of the board of Directors (the "Board").

Section 3. The Board shall consist of ten (10) voting Club members. These Board members shall be elected in accordance with the AMOS by-laws, and have the following general duties. When at the field, any Board member may assume the duties of another board member who is not present at the field.

A. President. Preside over general membership and Board meetings, make appointments and committee assignments as authorized by the membership and act as the spokesperson for AMOS in all matters. He/she shall be an ex officio member of all committees.

The President shall assist the Secretary and Contest Coordinator/Public Relations, with promoting all AMOS events and programs, keeping AMOS in the public eye and ensuring timely publication of the newsletter.

The President, upon his/her term of office ending, shall assume a position on the new Board as an advisory voting member for a period of one year.

B. Vice President:
The vice president of the Club (the "Vice President"), if any, shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

C. Secretary: Shall record and maintain a record of minutes of all general membership and Board meetings and publish these minutes by electronic transmission to all members and by submission to the Newsletter Editor for inclusion in the newsletter .The Secretary shall keep a minute book which shall contain a record of all actions by the Board or the Members including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions. The minute book may either be in written form or in any other form (e.g. electronic) capable of being converted into clearly legible tangible form.

D. Treasurer: Shall collect all funds, pay all the clubs ordinary and necessary expenses, legal obligations, and such other disbursements as are authorized by the Board and, when required, by the vote of the General membership. The Treasurer shall keep the record of funds received and disbursed. The Treasurer shall maintain the Club's financial books including checking and financial accounts. The Treasurer shall make a report at each general membership and Board meeting, and be prepared to present a current financial statement upon written request of a Full member.

E. Safety Officer: Shall oversee member education and enforcement of AMA safety code and AMOS safety rules. The Safety Officer, or his/her designee, shall be present at all Club contests to ensure proper safety guidelines are maintained. The Safety Officer shall record all safety related issues and conduct an annual safety review to report to the membership at the January general membership meeting.

The Safety Officer shall oversee the administration of the Club's Introductory Pilot Program. He/she shall maintain the records required by the AMA Introductory Pilot Program.

The Safety Officer shall make a monthly report on the safe operation of the model site, any safety related incidents at the model site, and Introductory Pilot Program.

F. Membership Chairman: Shall collect all dues and fees required for membership in AMOS. The Membership Chairman shall verify AMA status, issue membership cards, compile a list of members and update the list as new members are accepted.

The Membership Chairman shall submit all collected dues and fees to the Treasurer.

G. Contest Coordinator/Public Relations: Shall act as coordinator for all AMOS events. The Board shall appoint one or more persons to act as the Event Committee for each AMOS event. The Event Committee shall have control of the planning of the event. He/she shall be responsible for the selection of the Contest Director (CD) and that a minimum standard for conduct is maintained and that financial reporting for the Club events is maintained. All Club fund expenditures for events must be approved by the

"Event Committee" for that event, and the Board, before the Treasurer can disperse funds.

H. Field Marshal: Shall assure all AMOS facilities are maintained properly and report facility status to the Board as appropriate. The Field Marshall will oversee the day to day operations of each of the individual areas of the facility, such as the runways, pits, parking area, storage facilities, snack shack, portable rest room, gate, fences, fields, car tracks, and control Line circles.

Commented [TA1]: Do we have these?

I. Newsletter Editor: Shall publish a Club newsletter that will be both informative to the membership as well as a liaison to the public. He/she shall obtain from the membership, information that the members would like to have researched and added to the monthly newsletter. The newsletter shall be an open forum for any member to voice his or her opinion, in editorial form.

Commented [TA2]: Do we want to specify any frequency? Quarterly?

J. Immediate Past President: Provide continuity between administrations. In the event that the current President is re-elected, the Immediate Past President will continue for the next year.

Section 4. Resignation of Officers
Any Officer may resign at any time by giving written notice to the Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Club under any contract to which the Officer is a party. Resignation as an Officer will also constitute the resignation as a member of the Board.

Section5. In the event of a vacancy on the Board, the President may nominate a voting member to fill the vacancy. The nomination must comply with the requirements set forth in the AMOS Bylaws. The nomination must be approved by a simple majority vote of the Board. Following announcement by email circulated to all members of the Board-approved nomination, the nominee must be approved by a simple majority vote of members present at the next general membership meeting. The appointment will not affect the term of office remaining of the original term.

Section 6. The Board shall retain the following powers. These powers shall in no way be construed to release the Board of their responsibility to follow the California State Corporation Codes and By-laws of this Club.

A. Transact any and all AMOS financial business on behalf of the membership.

B. Provide dispute arbitration when requested in writing by a member.

C. Bring disciplinary action against a member for consideration by the membership as outlined in Article III, Section 6 of the Bylaws. These actions may include but are not limited to, barring anyone from the use of AMOS facilities and suspension or revocation of AMOS membership.

ARTICLE VI: ELECTIONS

Section 1. All officers/members of the Board shall be elected individually by vote of the members, at the regularly scheduled November general membership meeting, at which a quorum is present either in person, by proxy, or electronically, provided that, at the discretion of the Board, such election may be held by the written vote of the members. Any such vote shall be concluded no later than November 30 of each calendar year.

ARTICLE VII: TERMS OF OFFICE

Section 1. Each officer of the Club shall serve for one calendar year.

Section 2. Installation of the new officers shall occur at the December general membership meeting.

ARTICLE VIII: NOMINATION OF BOARD MEMBERS

Section 1. At the September general membership meeting, the President shall appoint a nominating committee. This committee shall nominate candidates for the offices of President, Vice-President, Secretary, Treasurer, Safety Officer, Membership Chairman, Contest Coordinator/Public Relations, Field Marshall, and Newsletter Editor. The nominations shall be presented to the membership at the October general membership meeting.

Section 2. After the nominating committee proposes its candidates at the general membership meeting, nominations from the floor will be entertained, prior to the vote, at the November general membership meeting.

ARTICLE IX: SPECIAL FUNDS

Section 1. The Treasurer is authorized to receive contributions or specially obtained funds, to be applied to the Club treasury, from any individual or institution.

Section 2. Any and all funds received shall be applied to the treasury by the Treasurer.

ARTICLE X: COMMITTEES AND COMMITTEE CHAIRMAN

Section 1. A committee and committee chairman may be appointed as necessary by the President, or Board member acting on his behalf, for each Club function.

Commented [TA3]: Should we include a little elaboration on a committees roles/expectations?

ARTICLE XI– FUNDS, DUES AND FEES

Section 1. All AMOS funds shall be deposited in a federally insured financial institution approved by the Board. Any funds beyond the operating needs of the Club shall be deposited in a federally insured interest bearing account or invested in interest bearing instruments backed by the full faith and credit of the United States government.

Section 2. Funds shall be established and maintained as follows:

A. Seperate accounting shall be maintained for those funds that have been contributed or reserved or set aside for a specific purpose. Such funds need not be separately deposited or invested as long as they are kept separate on the Club's books and records.

B. The Treasurer is authorized to pay when due any and all legally enforceable obligations of the Club as well as any regularly occurring ordinary and necessary expenses of the Club that have been previously approved. The authorization to pay such expenses includes reimbursing any member who has personally advanced the funds for such expenses. In all other cases, funds shall be dispersed only upon prior authorization by the Board. Any expenditure in excess of the Club's annual budget shall require the prior approval of the Members at a regular or special general meeting.

C. Notwithstanding anything to the contrary herein, during an emergency, which is the limited period of time during which a quorum of the full Board or a General Membership meeting cannot be readily convened for action, as a result of the following events or circumstances. In anticipation of or during an emergency the Board or any members of the Board may take any action necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders. Any actions taken in good faith during an emergency under this section bind the Club and shall not be used to impose liability on a director, officer, employee, or agent. This sub-section C shall apply only in case of a natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, earthquake,

landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak. or, regardless of cause, any fire, flood, or explosion.

D. An annual review of the Club's financial records and inventory of property shall be open to review no later than February 1 each year. Such review shall be conducted by one or more members, other than the Treasurer, as are appointed by the Board. Such review shall include, but not be limited to the following:

- ❑ Compare cash receipts and deposits to the bank statements. RANDOM SAMPLE
- ❑ Check addition and subtraction on cash receipts and deposits. RANDOM SAMPLE
- ❑ Confirm that all disbursements were properly approved. Check the Board minutes for approval of any unusual non-recurring expenditures.
- ❑ Review general Membership minutes for approval of expenditures in excess of budget.
- ❑ Confirm that all disbursements have been properly documented with an invoice or receipt.
- ❑ Review copies of cancelled checks. Confirm that all checks have been deposited or cashed by the payee indicated and that no information on the face of the check has been altered.
- ❑ Confirm there are no missing checks.
- ❑ Review the monthly treasurer reports to verify that correct ending balances were carried forward as beginning balances on subsequent reports.
- ❑ Check the details in monthly treasurer reports for accuracy. RANDOM SAMPLE
- ❑ If exceptions are noted during the audit (errors, irregularities), consult with the organization's treasurer (and President, if necessary) to resolve the exception. The Treasurer is responsible for making any corrections to the ledger or checkbook.
- ❑ If exceptions are noted, prepare a separate exceptions report to submit with the review report and worksheet. The exceptions report should detail:
    - Exceptions noted
    - Steps taken to remedy the exceptions
    - Recommendations to prevent further occurrence of these exceptions (the organization's Treasurer and President are responsible for acting on the recommendations)

A written report of the financial condition of the Club will be presented to the membership at the March General Meeting. If no members are willing to perform this review, the Board is authorized to hire an appropriate professional to perform it at the Club's expense.

Section 3. Annual Dues. Annual dues shall be according to the type of membership. The amount of such dues shall be determined each year according to Article IV, of the Club Constitution.

A. Full Member: First person in family over 18 years of age

B. Family member

C. Junior Member

D. Lifetime Member: No annual dues.

E. Honorary Member: No annual dues.

F. Dues are due no later than December 31 for the following year. Dues received after January 31 of the current dues year shall include a $10 late fee.

G. New members joining AMOS will have their dues prorated on the basis of the remaining number of days in the year.

Section 4. Field Improvement Fees
The field improvement fee shall be paid one (1) time by each Full member. An exception is that the field improvement fee is waived for (1) children/grandchildren who are Family members and have reached their 18th birthday and become Full members, and (2) for all Junior members and for a Junior member who becomes a full member on the first renewal date following the member's 18th birthday.

Any member who allows their membership to lapse, may rejoin the Club without paying an additional field improvement fee. Proof of prior membership must be provided by the individual rejoining. The rejoining member will be required to pay a $10 late fee.

Section 5. Annual Budget
(a) Proposal by the Board. Each fiscal year, the Board of Directors shall prepare and propose an annual budget setting forth the anticipated revenues and expenditures of the corporation.
(b) Notice to Members. The proposed budget shall be provided to all members in accordance with the notice procedures set forth in these Bylaws, no later than 10 days before the November regular membership meeting.

(c) Discussion. The proposed budget shall be presented and discussed at the November regular meeting of the members. Members shall have the opportunity to ask questions, offer comments, and propose recommendations.
(d) Approval. The budget, as proposed or as amended, shall be submitted for a vote of the members at the January regular membership meeting. Approval shall require the affirmative vote of a simple majority of the members present and entitled to vote at a meeting at which a quorum is present.
(e) Interim Operation. Until the budget is approved by the members, the corporation shall operate under the prior year's budget.

Section 6 Budget Amendments.

(a) Proposal by the Board. During the fiscal year, the Board may determine that circumstances require amendment of the approved budget. The Board shall prepare and propose an amended budget or supplemental appropriation specifying the reasons for the change.

(b) Notice to Members. The proposed amendment shall be provided to all members in accordance with the notice procedures set forth in these Bylaws, no later than 10 days before the membership meeting at which it will be considered.

(c) Discussion and Vote. The proposed amendment shall be presented for discussion at the next regular membership meeting (or at a special meeting if called for that purpose) and submitted for a vote. Approval shall require the affirmative vote of a simple majority of the members present and entitled to vote at a meeting at which a quorum is present.

(d) Emergency Amendments. In extraordinary circumstances where immediate action is required to preserve the operations or obligations of the corporation, the Board may adopt an interim budget amendment. Such interim amendment shall be reported to the members as soon as practicable and shall remain in effect only until the members act on it at the next membership meeting.

ARTICLE XII. Board Members, Eligibility, Compensation

Section 1. Board Members, Eligibility

Candidates for President must have been a member for a minimum of one year at the time their term will begin. All other candidates must be current AMOS members.

Section 2. Board Members – Waiver of Dues after Completion of Service

The ten (10) Board members shall not be required to pay dues for each year following a completed year of service. No other compensation shall be paid to any Officer or Board Member except that they may be reimbursed for expenses incurred in the performance of their duties to the Club, in reasonable amounts as approved by the Board.

ARTICLE XIII: GUESTS

Section 1. Guests may only fly at the field when an AMOS member is present. Guests must show proof of current full AMA membership (except for student pilots participating in the AMA introductory pilot program. Guests are required to follow all AMOS field operations rules. Every guest must be signed in by a member.

Section 2. No one may fly as a guest more than three times a year, except family of AMOS members who live away from the Sacramento area may fly at our field when they come to visit.

Section 3. Any Board member may give permission to a non-member to camp at our field in connection with an AMOS event.

Section 4. Individuals who are active military have unlimited guest privileges.

ARTICLE XIV – VOTING

Section 1. Voting rights for matters voted on in general membership or special membership meetings are extended to all full members and lifetime members.

Section 2. Voting by Proxy.

(a) Right to Vote by Proxy. Every member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy signed by the member and filed with the Secretary of the Club before or at the time of the meeting.

(b) Form and Validity. A proxy shall be in writing and signed by the member, or authorized by electronic transmission as permitted by law. No proxy shall be valid after eleven (11) months from the date of its execution unless the proxy expressly provides otherwise, but in no event shall a proxy remain valid for more than three (3) years from its date of execution.

(c) Electronic Submission:

- Members can sign the proxy electronically (e.g., using an e-signature service, scanned signed PDF, or typed name
- Members can email the proxy to the Club before the meeting
- Electronic submission shall have the same legal effect as a signed paper proxy.

(d) Revocability. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by law. Revocation may be affected by (i) a written notice of

revocation delivered to the Secretary of the Club, (ii) execution of a subsequent proxy, or (iii) attendance and voting in person at the meeting.

(e) Use of Proxies. The proxy holder shall have the full right to cast the member's vote and otherwise exercise all rights of the member to the extent authorized by the proxy.

(f) Form of Proxy. The proxy shall be in substantially the following form:

PROXY

for the Associated Modelers of Sacramento, Inc.

[Meeting of Members – Date]

I, the undersigned member of Associated Modelers of Sacramento, Inc hereby appoint:

[Name of Proxy Holder]

( ) _____ [fill in name of proxy holder],

as my proxy to attend and vote on my behalf at the meeting of members to be held on [date], and at any adjournment thereof.

Please select one option:

☐ General Proxy (Discretionary Authority): I authorize my proxy to vote on all matters coming before the meeting in the proxy holder's discretion.

☐ Directed Proxy (Specific Instructions): I direct my proxy to vote as indicated below on each matter coming before the meeting:

Matter	For	Against	Abstain
_____	☐	☐	☐
_____	☐	☐	☐
_____	☐	☐	☐

This proxy shall remain in effect until revoked, but in no event longer than eleven (11) months from the date signed unless otherwise stated below:

Expiration date (if longer, not to exceed three years): _____

Dated: _____

Signature of Member: _____
Printed Name of Member: _____

ARTICLE XV: MEETINGS

Section 1. Special meetings of the Board for any purpose may be called at any time by the President, Vice President, Secretary, or any two Directors. Except when the time and place of a regular meeting is set by the Board, notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

Personal delivery of oral or written notice;

Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or

Electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's phone number, facsimile number or e-mail address as shown on the records of the Club. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

Notice of a meeting need not be given to a Director who provides a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that director. These waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2. The Board shall meet monthly either in person or by electronic means to conduct regular Club business at a time of their choosing. A quorum will be constituted by 5 or more Board members present.

Section 3. Electronic Meetings of the Board.
(a) Authorization. Regular and special meetings of the Board of Directors may be held entirely by electronic means, including teleconference, videoconference, or other electronic communication technology, so long as all directors participating can communicate with one another concurrently and each director has the ability to participate in all matters before the Board, including the capacity to propose, object to, and vote upon matters.

(b) Notice of Meeting. Notice of an electronic meeting shall be given in the same manner as notice for in-person meetings, and shall include sufficient information and instructions to permit directors to participate electronically.

(c) Quorum and Voting. Participation by electronic means shall constitute presence in person at a meeting for all purposes, including quorum and voting. Votes may be taken and recorded verbally, by electronic poll, or by other reliable electronic means that allows the Secretary to verify the vote of each director.

(d) Technical Failures. The inability of one or more directors to participate due to technical difficulties not within the reasonable control of the Club shall not invalidate actions taken by the directors present at the meeting, provided that a quorum is otherwise maintained.

Section 4. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by e-mail or any other reasonable method.

Section 5. Regular Monthly Meetings of Members.

(a) Time of Meetings. Regular meetings of the members shall be held monthly, on the third Saturday of each month at 9:00 AM unless the Board of Directors designates a different date or time for good cause.

(b) Place of Meetings. Meetings shall be held at the Club's location, or at such other physical location as the Board of Directors may designate from time to time. Meetings may also be conducted in whole or in part by electronic means in accordance with these Bylaws and applicable law.

(c) Notice of Meetings. Not less than ten (10) nor more than ninety (90) days before the date of each meeting of the members the President or the Secretary shall notify all members of the place, date and time of the meeting, or, if the meeting is to be conducted by electronic video screen communication, conference telephone, or other means of remote communication, the means by which members may participate in that 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 the regular meeting, those matters which the board, at the time the notice is given, intends to present for action by the members. If at least one-third of the members entitled to vote participate in the meeting, either in person or by proxy, any proper matter may be presented at the meeting for such action. Otherwise, the only matters that may be voted on are matters the general nature of which were given in the notice of the meeting. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

Notice may be delivered personally, by mail, or by electronic transmission (if the member has consented to electronic notice). The record date for determining the members entitled to notice of any meeting of members or action to be taken by members without a meeting shall be determined as follows:

1. Any person who was a full member at the end of the previous year shall be entitled to such notice up to including January 31 of the current year.
2. After January 31 of any year, a member shall be entitled to such notice only if he or she has paid all required dues for the current year.
3. Any new member shall be entitled to such notice beginning on the first day of the month following the month in which he or she becomes a member.

(d) Quorum. The presence, in person, by proxy, or by electronic participation, of twenty percent (20%) of the voting members constitute a quorum for the transaction of business at any regular monthly meeting. If a quorum is not present, no official action may be taken other than to adjourn the meeting.

(e) Adjournment. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjourned meeting shall be given to members in the same manner as notice for regular meetings.

Section 6. Hybrid Membership Meetings.
(a) Authorization. Meetings of the members may be held in whole or in part by means of teleconference, videoconference, or other electronic transmission or electronic video screen communication ("electronic participation"), provided that the Club implements reasonable measures to:

1. Verify that each person participating through electronic means is a member or proxy holder entitled to participate; and
2. Provide members a reasonable opportunity to participate in the meeting, including an opportunity to vote on matters submitted to the members, to hear or perceive the proceedings substantially concurrently with those in physical attendance, and to address the meeting.

(b) Hybrid Format. The Club may conduct any meeting of members as a “hybrid meeting,” meaning that some members may attend in person at a designated physical location while others participate by electronic participation.

(c) Notice of Meeting. Notice of a hybrid meeting shall state the physical location (if any) of the meeting, as well as the electronic means of participation, including sufficient information and instructions to permit members to join electronically.

(d) Quorum and Voting. Members participating electronically shall be deemed present in person for purposes of quorum, voting, and all other rights of participation. Votes may be cast and counted by electronic means if the Club has implemented reasonable measures to ensure the integrity and reliability of the voting process.

(e) Technical Failures. The inability of a member or members to participate in a meeting due to technical difficulties not within the reasonable control of the Club shall not invalidate any actions properly taken at the meeting.

Section 7. Special Meetings of Members.

(a) Authority to Call. Special meetings of the members may be called at any time by (i) the Board of Directors, (ii) the President, or (iii) members holding at least five percent (5%) or more of the voting power, in accordance with Section 5510 of the California Corporations Code.

(b) Place of Meetings. Special meetings shall be held at the Club’s location, at any other location designated by the Board of Directors, or by electronic means as permitted under these Bylaws and applicable law.

(c) Quorum. The quorum requirement for special meetings shall be the same as that for regular meetings of members as set forth in these Bylaws.

(d) Adjournment. Special meetings may be adjourned in the same manner as regular meetings, provided that no business may be conducted after adjournment other than that contained in the notice of the original meeting.

Section 8. Notice of Meetings of Members.

(a) Form of Notice. Notice of any regular or special meeting of members shall be in writing and given not less than ten (10) nor more than ninety (90) days before the date of the meeting.

(b) Methods of Delivery. Notice may be delivered:

1. Personally;
2. By first-class mail, postage prepaid; or

3. By electronic transmission by the Club, as defined in Section 20 of the California Corporations Code, if the member has consented to receive notice by electronic transmission. Any member may request notice by mail instead of electronic transmission.

(c) Electronic Notice. For purposes of this section, “electronic transmission” includes, but is not limited to, facsimile, electronic mail, or posting on an electronic message board or network that the Club has designated for such notices, together with separate notice of the posting provided to members. Any electronic notice must comply with the requirements of the California Corporations Code.

(d) Contents of Notice. The notice shall state:

1. The date, time, and place of the meeting (or the electronic means of participation, if applicable); and
2. For special meetings, the general nature of the business to be transacted. No business other than that stated in the notice may be transacted at a special meeting.

Section 9. Action By Written Ballot

(a) Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Club distributes a written ballot to every member entitled to vote on the matter. If approved by the board of directors, that ballot and any related material may be sent by electronic transmission by the Club (pursuant to California Corporations Code Section 20) and responses may be returned to the corporation by electronic transmission to the Club pursuant to California Corporations Code Section 21). That ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Club.

(b) Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Ballots shall be solicited according to the requirements of section 8 above pertaining to notice of meetings. Such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of officers, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(d) A written ballot may not be revoked.

(e) Officers may be elected by written ballot under this section. Any such written ballot shall include provision for the member to write in a person of his or her choice.

(f) Ballots shall be kept confidential unless a member expressly requests disclosure.

Section 10. Voting by Written Ballot Prior to a Meeting. In addition to acting by written ballot without a meeting, any member entitled to vote at a meeting of members may submit a written ballot on matters noticed for action at that meeting. Such ballots must be in the form approved by the Board of Directors, set forth each proposed action, and provide an opportunity to vote for or against each matter.

A ballot submitted under this section shall be received by the Secretary (or other officer designated by the Board) prior to the call to order of the meeting and shall be counted together with the votes cast at the meeting in determining the outcome of the matter.

Submission of a written ballot shall be deemed to constitute presence at the meeting for quorum purposes.

ARTICLE XVI – FIELD OPERATIONS

The Board is authorized to regulate flying by members, guests and introductory pilots. Until amended by the Board, the Flying Site Rules shall be as follows:

AMOS Flying Site Rules- rev3

Preparation and Flying:

1. Prior to flying, a pilot must attach their AMOS membership card to their person in a visible place. For Mavrix flyers, we will give the flyer a lanyard to use for this badge that must be worn in order to fly at our facility. If the flyer is not wearing their badge, they may be paused for flying until their badge is worn.
2. Announce your intentions LOUD AND CLEAR, when coming out, taking off, landing left or right, on the runway, dead-stick, etc. Prior to takeoff, a pilot shall stop his/her airplane at the entrance of the runway and announce the intention to enter the runway loudly.
3. All pilots MUST make their intentions known to the other pilots if they need to cross the runway to retrieve a “downed plane.” They will call out to advise that they are going out on the runway, wait for plane traffic to cease then quickly retrieve and return with plane.
4. Pilots must stand in the “Pilots Cluster” (in the middle of the Safety Fence labeled 1-8) when flying so they can communicate with each other. Depending on the wind direction all planes will enter or exit the runway from either Left Main or Right Main Access Points. Wind will determine which access is in or out. Although we have four Runway Access points - North, Main Left, Main Right, South and Jet South the only exception is for Turbine Jets. Turbine pilots may use the North or Jet South access points depending on the wind. Because turbines need as much runway as possible and the best place to land is right in front of the pilot, turbine pilots are

responsible for alerting all other pilots of their intention to use either the North or Jet South access points.

5. If more than one pilot is flying all pilots should fly in the same general pattern. This is typically an oval based pattern based on the direction of the wind at take-off. Exception is 3D , which is flown in the center of the flight pattern.
6. Dead-stick approaches have absolute priority over all other aircraft operations, call out if your plane does have a dead–stick on approach to let other pilots know what has happened.
7. Landing aircraft take precedence over aircraft taking off, you must wait to take off if a plane is landing.
8. Take offs and landing direction will be established by the active flyers with the prevailing wind direction as the determining factor.
9. The primary flight area is East of the centerline (away from the pits).
10. High speed passes must be over the far edge of the runway- away from the pits- even for “foamies.”
11. Taxiing an aircraft to and from the runway (on the taxiway) is the only time any plane should be closer than the runway centerline.
12. The runway is for take-off and landings, not for hovering or doing passes. EXCEPTIONS: Doing a “Touch and Go” when safe and clearly announced ahead of the touch and go.
13. No flying is allowed behind the safety fence, pilot stations, over the pits and spectator areas and not over the parking area.
14. All pilots must have physical control of their airplane in the pit area.
15. No gas or glow engine break-in is allowed in the pit area.
16. No starting of combustion engines under the shade structures.
17. No takeoffs from the pit area are allowed.
18. Aircraft over 55lbs must have a LMA/LTMA certificate of Compliance
19. Pilots must fly turbine powered jets in compliance with AMA’s Gas Turbine Program, which includes a valid Turbine waiver.

General Rules:

1) All AMOS Members MUST read and Initial the “Acknowledgement Checkbox” on each member account (accessed from our web site).
2) A designated parent must be present and is responsible to supervise a minor or minors while at the AMOS Field. Parents CAN NOT drop minors off without adult supervision. Any designated adult is responsible to manage the minors safety and insure all rules are followed while at the field even if this adult is the delegate of another parent. Parents are responsible for any minor they have agreed to watch, even if it’s not their own. Parents are responsible for knowing and enforcing the field safety rules, including emergency contact information and procedures. Minors are under the age of 18.
3) Emergency Procedures: A) If severe call 911 immediately, if not utilize either of the First Aid Kits located in the Information Box or the Wood Shed.
4) AMOS members will be responsible for opening the site and ensuring that the site is secure upon leaving.
5) Non-members are not allowed to use the site without invitation and presence of an AMOS member.

6) All pilots are responsible for knowing and following FAA rules.
7) Helicopters and Drones shall be flown only in the designated Helicopter/ Drone area provided
8) People who are not piloting an aircraft should refrain from disturbing or distracting those who are. Leave the pilot alone to let them concentrate on their flying without distractions.
9) All pets shall be kept on a leash at all times and kept out of the pits. Owners must clean up after your pet.
10) Smoking is not allowed in the pit area or under the shade structures.
11) Alcohol is not allowed while operating models or in the pit area.
12) The field may be closed for flight operations by the Field Marshall or their designee, during routine and/or special maintenance. No operations are permitted during this time. Engine run-up and other non-flight activities are permitted.
13) Please do not run in or through the pits at all due to safety reasons
14) Please no RC cars or trucks in the pits at all due to safety reasons
15) Normal flight operations may be suspended during special events at the discretion of the Contest Director (CD).
16) All air operations shall conform to the AMA Safety Code. All First Person Video (FPV) operations shall also conform to AMA Document 550, which includes but not limited to requiring a "spotter" to help the pilot get a better sense of overall aircraft position and confirm the pilot is always in a "line of sight" position.
17) Mufflers equal to or supplied by the manufacturer are required on gas and glow engines.
18) A Contest Director (CD) may suspend or modify these requirements at his/her discretion with the exception of documented safety issues.

Flying Etiquette:

We all share the field, runway, and air. Most pilots prefer to fly with fewer planes in the air. All pilots appreciate talking to each other if you plan on doing something out of the norm for the AMOS facility. If there are only a few pilots at the field you will have more latitude, so use your best judgment. You must look at what the other pilots are doing, and pay attention to the situation, talk to the other pilots and introduce yourself, talk to them about what you will be doing etc.

These are the recommended guidelines:

- Fly only 2 batteries back to back then pause, look around to determine if you should wait and let others fly.
- If you are going to go up and fly as a GROUP, please walk down the fight line and let the other pilots know. They will stay out of your way and appreciate the notice.
- Please give Turbine Jets priority. Hold up flying until they land. There max flight time is 7 minutes. They have been asked to be considerate as well and will wait until there is a "pause" in flying. Most Turbine Jets cost $6,000 or more. You don't want to be the guy involved in a Turbine Jet "mid-air."

- When appropriate “Like Models” flying together (like all 3D or all Turbine Jets) makes sense because the flight pattern will be similar. Consider this particularly when the field is busy.

Section 2. The Safety Officer shall ensure compliance with all flying site rules. Any discussion of violations shall be arbitrated by the Safety Officer, or, in his/her absence, by any Board member who is present.

Section 3. A member or guest using a 72mhz transmitter shall not turn it on under any circumstances without first verifying that there are no other 72mhz flyers in the area. If two or more pilots are using 72mhz they shall confer among themselves and agree on appropriate procedures to prevent interference with one another. AMOS assumes no responsibility for preventing radio interference

Section 4. All members are responsible for informing their guests of these rules.

ARTICLE XVII: AMENDMENT PROCEDURE

(a) Authority. These Bylaws may be amended, repealed, or restated only by the members of the Club. The Board of Directors may recommend amendments, but final approval rests with the members.

(b) Notice. Written notice of any proposed amendment shall be provided to each member entitled to vote not less than thirty (30) days before the meeting at which the amendment will be considered. Notice shall include the text or a fair summary of the proposed amendment and may be delivered personally, by mail, or by electronic means in accordance with these Bylaws and the California Corporations Code.

(c) Approval. An amendment to the Bylaws shall be adopted upon the affirmative vote of at least two-thirds (66.6%) of the members present and entitled to vote at a duly noticed membership meeting at which a quorum is present.

(d) Filing and Record. Upon adoption, the amended Bylaws shall be certified by the Secretary of the corporation and maintained in the official records of the Club.

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ARTICLE XIII: CONFLICT OF INTEREST POLICY

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Club to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XIX: EFFECT OF THESE BYLAWS

The foregoing Constitution and Bylaws replace the previous AMOS Constitution and Bylaws entirely.

Certification
CERTIFICATE OF SECRETARY
I, the undersigned, do hereby certify:
That I am the duly elected and acting Secretary of ASSOCIATED MODELERS OF SACRAMENTO, INC., a California nonprofit public benefit corporation; and
That the foregoing Amended and Restated Constitution and Bylaws, consisting of twenty-five (25)pages, constitute the Constitution and Bylaws of said corporation as duly adopted by the members on the _11th_ day of December, 2025, and that they have not been amended or modified since that date.
IN WITNESS WHEREOF, I have hereunto subscribed my name this ___ day of _____, 2025

Charles Lukes, Secretary