

CENTRAL ONTARIO GLIDER GROUP

BY-LAWS OF THE CORPORATION

7 NOVEMBER 2010

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CENTRAL ONTARIO GLIDER GROUP

BY-LAWS OF THE CORPORATION

Date of Incorporation 01 June 2010 By-Laws established 7 November 2010

Mission

The mission of the Central Ontario Glider Group is:

1. To further the sport/hobby of soaring with miniature aircraft, guided by radio control.
2. To encourage the interchange of knowledge of soaring by publishing a newsletter.
3. To promote competition soaring within the area of the jurisdiction of the group by coordinating and conducting contests.
4. To encourage competitive soaring on a national and international basis by participating in events of this nature, individually and collectively.
5. To assist in the formation of rules governing the sport of radio control sailplane flying, providing input to the national governing body (the Model Aeronautics Association of Canada).
6. To affiliate with organizations that have like goals.
7. To operate the organization in a non- profit manner.

BY-LAWS – ARTICLE 1 – Name

- 1.1 The name of the corporation is the Central Ontario Glider Group. This may be abbreviated to C.O.G.G.

BY-LAWS – ARTICLE 2 – Emblem

- 2.1 The official emblem of C.O.G.G. is the silhouette of a soaring gull in full flight. The colour is preferred to be white but could be any colour to contrast and be accentuated by the background colour.

BY-LAWS – ARTICLE 3 – Address

- 3.1 The address of the corporation shall be the address of the current Secretary.

BY-LAWS ARTICLE 4 – Membership

4.1 General Membership Qualifications

Membership is open to any person who satisfies the following:

- (a) Must be a member in good standing in the Model Aeronautics Association of Canada (M.A.A.C.) or his/her national FAI Representative organization.
- (b) Must complete an application form and pay the dues.
- (c) Must agree to conform to the missions and normal operations and rules of the club.

4.2 Classes of Membership

- (a) Open membership is open to any person who satisfies the General Membership Qualifications.
- (b) Senior membership is open to any person 65 years of age or over as of January 1st of the membership year applied for, and satisfies the General Membership Qualifications:
- (c) Junior membership is open to any person under 18 years of age as if January 1st of the current membership year and who satisfies the General Membership Qualifications. A Junior member does not have a vote, nor can he/she hold an official Executive, Director or Special Officer position in the club.
- (d) Associate membership is open to any person who does not fly at the field, but only receives the newsletter. Membership in the Model Aeronautics Association of Canada, or other organization, is not required. There are no voting privileges with Associate membership, nor can an Associate member hold office in the club.

4.3 Refusal or Removal of Membership

- a) The club reserves the right to refuse membership to an applicant deemed unsuitable or potentially disruptive or detrimental to the club, as assessed by the Board of Directors.
- b) Throughout the membership year, if in the opinion of a majority of the Board of Directors, a member continually behaves in a disruptive manner, a manner detrimental to the club, or refuses to comply with the club's operational and safety rules at the flying site(s), the Board is empowered to remove that member from the current membership list and revoke all club privileges. A refund of the member's dues for the year may or may not be granted.

BY-LAWS – ARTICLE 5 – Executive Officers and Directors

- 5.1 The Executive Officers of the organization are: President, Vice President, Secretary, Treasurer/Membership Director, and Competition Coordinator. These offices shall be filled individually by general election at the Annual General Meeting. Each candidate elected may hold only one executive position.

5.2 The five elected Executive Officers shall form the Board of Directors of the Corporation, (also referenced as the “Board”) with the elected President acting as the Chairman of the Board.

5.3 The term of office for the five Executive Officers shall be one fiscal year. The Vice President, Secretary, Treasurer and Competition Coordinator may serve any number of consecutive fiscal years if re-elected, but the President shall not serve as President for more than two (2) consecutive fiscal years.

5.4 The Executive Officers must be current members in good standing of the club.

5.5 Duties of the President

- (a) The President is both the Chief Executive Officer and the Chairman of the Board, and shall serve as the spokesman of the organization in dealing with other groups, organizations and Government departments.
- (b) The President shall conduct the general management of the organization.
- (c) The President/Board Chairman shall chair all Board and General meetings, including the Annual General Meeting.
- (d) The President/Board Chairman shall not have a vote on any issues at meetings except in case of a tie vote.

5.6 Duties of the Vice President

- (a) To assist the President and advise on the general management of the organization.
- (b) To act as Chairman of the Board in the absence of the President.
- (c) To chair all Board and General meetings in the absence of the Board Chairman and vote only in the event of a tie. At other times, he may vote on all matters.
- (d) To execute such other duties as directed by the Board of Directors

5.7 Duties of the Secretary

- (a) To record the minutes of all Board and General meetings.
- (b) To maintain correspondence with members and outside agencies.
- (c) To maintain an archive of all minutes of meetings, documents pertaining to the corporation, and general correspondence, and present such records when requested by the Board of Directors.
- (d) To execute such other duties as directed by the Board of Directors.

5.8 Duties of the Treasurer

- (a) To receive, disburse, and account for all monies of the organization.
- (b) To prepare final financial statements for each fiscal year, in a format appropriate to a registered corporation and as required by the government, and interim financial statements as requested by the Board of Directors
- (c) To maintain an archive of all financial reports and transactions of the club, and present such records when requested by the Board of Directors.
- (d) To accept memberships and membership dues into the club for each membership year, issue membership cards, and maintain a roster of members in good standing for each membership year.
- (e) To undertake such other duties as directed by the Board of Directors
- (f) Signing authority for financial accounts and disbursements shall be rested with the Treasurer and one other Director (as selected by the Board) on an “Either-Or” signature basis.

5.9 Duties of the Competition Coordinator

- (a) To prepare and propose a list of competitions to be flown in the year, avoiding conflicts with similar events in the surrounding area or on the national scene as much as possible.
- (b) To aid Contest Directors, groups of flyers or clubs who are organizing contests by providing expertise in the running and the operation of such competitions.
- (c) To establish, or assist in the establishment of an official sanction by the Model Aeronautics Association of Canada for major competition events involving open competitions with competitors from outside the club.
- (d) To prepare and maintain a list of club members’ competition scores for the “Best Flyer of the Year Award” The Award shall be awarded according to the current method established at a General meeting.
- (e) To maintain a record and archive of the results of all club competitions and provide such results to the Board of Directors or other club Officials as required.

5.10 **Meetings of the Board**

- (a) Discussions and decisions of the Board of Directors can be made at face-to-face meetings of the Board, telephone conferences, or on-line. However, if discussions and votes are made on-line, all directors must be copied on all on-line discussions and voting. The Secretary shall produce a summary of the discussion, and the results of the decision and the votes, and send the summary on-line to all Board members. A hard copy of the summary and final decision shall be kept by the Secretary as minutes of the on-line meeting, and as a record in the archive
- (b) A quorum for voting on decisions by the Board shall be at least (4) Directors

5.11 **Vacancy of a Director Position**

If a Director position becomes vacant during a fiscal year, the remaining Board of Directors may appoint a member in good standing to fill that position on a temporary basis or, at maximum, for the balance of that fiscal year.

5.12 **Removal of a Director**

If a Director is deemed to be not adequately doing his/her job as a director or executive, or is performing in a manner deemed by the Board to be consistently acting in a disruptive manner or a manner detrimental to the operations of the Board or of the club, he/she can be removed from office by a majority vote of four remaining Directors.

BY-LAWS – ARTICLE 6 – Appointed Positions

- 6.1 Positions deemed appropriate by the Board of Directors to perform special functions may be established and filled by appointment by the Board. Such positions could include Safety Officer, Field Coordinator, Newsletter Editor, Webmaster, Financial Auditor, Special Advisor to the Board, or any other position or function deemed by the Board to be useful or necessary. Depending on the nature of the position, such position may be established and filled for a specific fiscal or membership year, for a temporary job or specific task, or for a time-limited period.
- 6.2 Appointments may be made at the Annual General Meeting, or at any time during the fiscal year, at the discretion of the Board.
- 6.3 Such positions may be filled by any member in good standing, including those who already hold an Executive or other special position and who are capable of and willing to handle more than one job.
- 6.4 Typical duties for two potential appointed positions, Newsletter Editor and Field Safety Officer, are given below. Statements of Duties for other possible appointed positions shall be developed by the Board as the need for the specific positions arise.

6.5 Typical Duties of a Newsletter Editor

- (a) To prepare a main news bulletin to be distributed to the general membership, as well as any special notices, as directed by the Board of Directors.
- (b) To reflect editorially the views of the organization on all matters.
- (c) To encourage the sport/hobby by publishing articles by members or others on all technical subjects pertaining to the sport.
- (d) To maintain an archive of all published news bulletins and special notices.

6.6 Typical Duties of a Field Safety Officer

- (a) To supervise the flying field during club activities, being responsible for ensuring that all flying activities are conforming to club Field Rules and the MAAC Safety Code.
- (b) To control the placement of launching equipment so as to facilitate safe operations during flying activities.
- (c) To ensure that all users of the flying field, including guests, are current members in good standing of the Model Aeronautics Association of Canada.
- (d) To supervise the control of radio frequencies during flying activities and/or assist the designated Contest Director for the competition with frequency control on the field.

6.7 Termination of Appointments

The Board may terminate an appointment at any time if it is deemed that the function is no longer necessary or if the function is not being performed adequately.

BY-LAWS – ARTICLE 7 – Nominations and Elections

- 7.1 All officers are open for election annually at the Annual General Meeting (AGM). Nominations for any position may be submitted to the Secretary prior to the AGM or at the AGM prior to the election for that position. All nominations must have a second nominator, and the nominee must be willing to accept the nomination.
- 7.2 Proxy votes shall be accepted for elections at the AGM. Proxies must be signed by an open or senior member in good standing and must clearly specify the member to whom the proxy is assigned. The election shall be decided by a majority vote of the attendees at the AGM plus the proxy votes.

BY-LAWS – ARTICLE 8 – Annual General Meeting

- 8.1 The Annual General Meeting shall be held after 1 November of the current fiscal year and before 1 May of the following year. The location and date is to be set by the Board of Directors.
- 8.2 Notice of the Annual General Meeting shall be sent to all members in good standing, at least 14 days before the date of the meeting. The notice shall also include any proposals for change in the By-Laws of the corporation, or details of any other major issue to be decided at the meeting that requires prior notice.
- 8.3 A financial statement shall be presented at each Annual General Meeting. If the meeting is held before the end of a current fiscal year, the financial statement shall be an interim one, with an estimate of potential financial transactions expected in the balance of the fiscal year. A final financial report shall be presented to the Board within one month after the end of the current fiscal year.
- 8.4 Elections of the club executive offices shall be conducted at the AGM. The chairman of the meeting shall determine method of voting. Appointments for any special positions that are to be filled for a fiscal year can also be made by the Board at the AGM.
- 8.5 If the AGM is held before the end of a fiscal year, the current executive for that year shall continue to be in power until the end of the year. The new executive shall assume power on 1 January of the following fiscal year. If the AGM is held in the spring of a fiscal year, a new executive shall assume power the day after the date of the AGM.
- 8.6 The amount of dues for the various classes of membership in the club for the following membership year shall be proposed by the Board at each AGM and accepted by a majority vote of the attendees and proxies.
- 8.7 A contest schedule for the coming fiscal year shall be established at the AGM.
- 8.8 Only open and senior members in good standing shall be allowed to vote at the AGM.

BY-LAWS – ARTICLE 9 – Fiscal Year

- 9.1 The fiscal year shall be from January 1st to December 31st.
- 9.2 The membership year shall also be from 1 January to 31 December. Club membership shall terminate on January 1st of each membership year unless renewed prior to the end of the previous membership year. However voting privileges at an AGM held within 90 days of the beginning of a membership year shall be awarded to members in good standing of the previous membership year.
- 9.3 If the Board deems it necessary, an audit of the financial records may be carried out at any time.

BY-LAWS – ARTICLE 10 – Dues

- 10.1 Dues are due on January 1st of each membership year, at a rate as determined at the AGM held in the previous membership year. Such dues may also include penalties for late-payment of dues, if deemed appropriate by the Board and the general membership.
- 10.2 Note that whether the AGM is held in the fall of one fiscal year or in the spring of the following fiscal year, either way the dues schedule becomes effective in the membership year following the year of the most recent AGM.
- 10.3 Special levies may be imposed at any time during the year, with amounts set by the Board to meet current needs.
- 10.4 Any dues or special levies have a 90-day grace period for payment.

BY-LAWS – ARTICLE 11 – Committees

- 11.1 Committees may be established from time to time by the Board to meet current needs.
- 11.2 Committees shall function for a period of up to two (2) years maximum, at which time they must be reconstituted and half their membership changed.

BY-LAWS – ARTICLE 12 – By Law Amendments

- 12.1 Revisions to the By-Laws may occur at the Annual General Meeting providing the membership is informed of proposed revisions 14 calendar days prior to the AGM.
- 12.2 A two-thirds majority of the membership attending the AGM is required to add, delete or change a by-law. Proxy votes are permitted

BY-LAWS – ARTICLE 13 – Dissolution

Should the corporation, for any reason be dissolved, any funds after all proper and legal accounts and claims have been settled, shall be donated to the Model Aeronautics Association of Canada.