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EVERGREEN RADIO MODELERS ASSOCIATION
CONSENT TO ADOPT BY-LAWS

The members of the EVERGREEN RADIO MODELERS ASSOCIATION, pursuant to the provisions of RCW 23A.44.090 and the board of directors of the EVERGREEN RADIO MODELERS ASSOCIATION, pursuant to the provisions of RCW 23A.08.345, hereby jointly and severally consent to adopt the resolutions which are described herein and attached hereto, and hereby consent to and ratify the action previously taken by the corporation which are set forth herein, and the directors of the corporation duly execute and sign this consent in lieu of holding, conducting and attending of a special meeting for the board of directors, or for the members of the corporation.

The directors further authorize and direct the officers and directors of the corporation to take all necessary action to effect the proposed corporate action, and hereby ratify all action taken by the directors and officers to effect the acts which are hereby ratified. The directors hereby state that the consent given herein shall have the same force and effect as a unanimous vote of the board of directors at a special meeting of the directors.

The directors hereby agree to and consent to the following acts and resolutions:

The initial directors of the corporation, hereby consent to the adoption of the by-laws which are executed on this same date.

Approved and consent to this ____ day of January, 1984.

President

Vice-President

Secretary

Treasurer

Sergeant at Arms

EVERGREEN RADIO MODELERS ASSOCIATION

I. DUTIES OF OFFICERS

President: It shall be the duty of the President to preside at regular meetings, formulate policy and procedure to cover in the by-laws.

Vice President: It shall be the duty of the VicePresident to maintain the physical assets of the association, including any equipment, supplies or flying site under its control. The Vice-President will occupy the Chair at any meeting not attended by the President.

Secretary: It shall be the duty of the Secretary to keep minutes of association meetings, to notify the membership of upcoming regular and special meetings and events, to correspond as necessary on association business and to occupy the Chair at any meeting not attended by the President and/or Vice President.

Treasurer: It shall be the duty of the Treasurer to collect and disburse and keep current record of the association's assets, to post or issue, annually, an accounting of the association's funds for the preceding year, to provide the Secretary of State of Washington with an annual accounting of the association's activities and a current list of the officers as well as any changes in the constitution. The Treasurer will make club records available to any member upon request. The Treasurer will make incidental monetary outlays, with the approval of any additional officers. The Treasurer will occupy the Chair at any meeting not attended by another officer.

Directors: The Board of Directors shall be made up of the President, Vice President, Secretary and Treasurer.

No officer or director shall receive remuneration for his services.

II. ELECTIONS

An annual meeting will be held in December each year, at which time elections will be held and a summary of the association's activities for the past year will be read.

Officers and directors shall be elected by ballot at the annual meeting and shall assume office on January of the following year.

No member shall be eligible to hold office who has not been an active member for at least three (3) years.

The President and Vice-President shall not succeed themselves in an office more than once.

Filling an unexpired term shall be considered one term in office unless that term is of less than six month's duration.

Should an officer resign during the association year, the President shall appoint some member of the association to assume the office temporarily and order the Secretary to send notice to the members of a special election to be held at the next regular meeting, when the vacancy can be filled.

III. RECALL

By petition signed by at least per cent of the active members in good standing, filed with the Secretary, demand may be made by the membership for the recall and removal from office of any officer or director. Such petition shall be voted on at a special meeting called for that purpose or at a regular meeting, and such recall and removal may be affected by an affirmative vote of two—thirds of the active members in good standing, a quorum being present. The petition for recall shall state the reasons therefor. The office of such officer or board members so removed shall be considered vacant and shall be filled in the same manner as if an officer or director had resigned as set forth in paragraph II above.

IV. RESTRICTION OF USE OF ASSOCIATION NAME

No business may be conducted in the name of the association except by its officers or with their express permission.

No member may use the name of the association for personal gain.

V. MEMBERSHIP

No initiation fee will be required of a new member.

A potential member must be familiar with and accept the by-laws of the association before he may be accepted as a member.

It shall be the duty of the officers and directors of the association to either act as a committee or to appoint a committee to make recommendations to be voted on by the membership of the association concerning membership requirements, limitations and restrictions. These proposals or recommendations may be adopted by a two-thirds majority vote, a quorum being present.

VI. FINANCING

Yearly dues will be collected from open class members, payable during the month of December for the following year. Non-dues-paying members will have no vote in association affairs and their presence will not be counted when ascertaining a quorum.

Special assessments may be voted, subject to two-thirds majority approval of those attending a regular or special meeting, a quorum being present.

Expenditures may be made by two-thirds majority approval, a quorum being present at a regular meeting, of amounts not to exceed the balance of the club treasury.

VII. A.M.A. MEMBERSHIP

Each member must maintain correct membership in the A.M.A. He is thereby afforded the \$2,000,000 "over-ride" insurance and other benefits the A.M.A. provides for its members.

VIII. MISCELLANEOUS REGULATIONS

A muffler or noise limiting device is recommended on all engines as recommended by the A.M.A.

Radio equipment will be operated only in accordance with Federal and local laws.

Any instance of verified interference on Class C frequencies will be reported immediately to the A.M.A., using their form for the purpose or a facsimile.

The flying site will always be left clean and in good condition.

Ground rules will be obeyed as posted at the flying site and will be binding on all fliers.

IX. COMMITTEES

The President shall be empowered to appoint such special committees as he deems necessary at any time, or, on the majority vote of the members at any meeting, he shall appoint committees as they direct.

X. AMENDMENT

These by-laws may be amended at any meeting by a two-thirds majority vote, a quorum being present.

XI. PROCEDURAL AUTHORITY

Roberts' Rules of Order will be the authority on all matters of procedure not covered by the by-laws or the constitution.

XII. SUSPENSION OF BY-LAWS

These by-laws may be suspended at any meeting by unanimous vote, a quorum being present.

XIII. CERTIFICATION

The undersigned of the above non-profit association hereby certifies that the foregoing are true and correct copies of the by-laws of EVERGREEN RADIO MODELERS ASSOCIATION.

CONSENT TO SERVE AS REGISTERED AGENT

I, DON SAUNDERS, hereby consent to serve as Registered Agent, in the state of Washington, for the following corporation, EVERGREEN RADIO MODELERS ASSOCIATION. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

DATED: _____

Don Saunders

1915 Third Street
Marysville, Washington 98270

AMENDMENT TO BY-LAWS
OF
EVERGREEN RADIO MODELERS ASSOCIATION

RECITALS

BE IT REMEMBERED that on the 4th day of January, 1984 the first monthly meeting of the **EVERGREEN RADIO MODELERS ASSOCIATION** for the calendar year 1984 was held at the Cascade Bank Meeting Room at 7:30 p.m. The purpose of that meeting was to formally adopt the By-Laws of the non-profit corporation known as **EVERGREEN RADIO MODELERS ASSOCIATION** and to elect officers for the calendar year 1984 and to make necessary amendments to the corporate By-Laws as the membership saw fit.

PROCEDURE

BY MOTION DULY MADE the following two (2) amendments were placed before the corporation for discussion and after motion made by one of the active members was seconded and the following amendments were unanimously passed by the corporation.

Amendment I.

Membership. Active members shall be defined as any individual carrying a valid AMA card who has paid his annual **EVERGREEN RADIO MODELERS ASSOCIATION** dues in full and who is sixteen (16) years or more of age.

Amendment II.

Junior Membership. A junior member is defined as any individual who is fifteen (15) years of age or younger and who has a valid current AMA card. Junior members shall not be entitled to vote and must be sponsored by an active member of **EVERGREEN RADIO MODELERS ASSOCIATION**.

PRESIDENT

SECRETARY