



## BYLAWS

### OF

## IPMS - WRIGHT FIELD SCALE MODELERS



Adopted January 16, 2011

### ARTICLE I.

#### GENERAL

- Section 1. *Name.* The name of the organization shall be the International Plastic Modelers Society, Wright Field Scale Modelers (IPMS -Wright Field Scale Modelers).
- Section 2. *Purpose.* The purpose of the organization is to cultivate interest in the hobby of modeling in plastics and to provide information, data, and other assistance to its members to continually raise the standards and techniques of their work.
- Section 3. *Affiliation.* The organization is a chartered member of the nonprofit International Plastic Modeler's Society/USA (IPMS/USA). All organization officers, the Chapter Contact, and no less than five members, inclusive of the organization's officers, shall be members of IPMS/USA for the organization to maintain its chartered status with IPMS/USA.

### ARTICLE II.

#### EXECUTIVE BOARD, OFFICERS, AND APPOINTED POSITIONS

- Section 1. *General Powers.* The business and affairs of the organization shall be managed by its Executive Board.
- Section 2. *Members, Term, and Qualifications.* The Executive Board shall be comprised of the four elected officers of the organization, which include a President, a Vice President, a Secretary, and a Treasurer. In addition, the board may from time to time appoint one or more persons to staff positions to carry out the instructions of the board. No board member shall hold more than one elected office. Each officer shall serve a term defined as one calendar year or until their successor shall have been elected and qualified. Elected officers shall be a current member in good standing of both the organization and IPMS/USA and be no less than 18 years of age. Board appointees shall be a current organization member in good standing and be no less than 18 years of age. The term of service of board appointees is at the discretion of the elected officers.
- Section 3. *Election of Officers.* Organization officers shall be elected by the majority vote of the organization membership. Each year, candidates for organization officer positions will be solicited in the month of October. The Secretary will formulate a ballot; distribute, collect and tally the ballot votes of the organization membership in November; and certify the election results no later than December.
- Section 4. *Removal.* Any elected board member may be removed at any time with cause by the vote of two-thirds of the organization membership.
- Section 5. *Vacancies.* Any vacancy occurring in the elected board members may be filled by the affirmative vote of a majority of the organization members. An organization member elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

- Section 6. *President.* The President shall be the principal executive officer of the organization and shall in general supervise and control all of the business and affairs of the organization. They shall, when present, preside at meetings of the Executive Board and the general membership of the organization. They shall sign any bonds, contracts, or other instruments which the organization has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by these bylaws to some other officer or agent of the organization. In general, they shall perform all duties incident to the office of President and such other duties as they may be prescribed by the Executive Board from time to time.
- Section 7. *Vice President.* In the absence of the President or in the event of his death, inability, or refusal to act, the Vice President, unless otherwise determined by the Executive Board, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or Executive Board.
- Section 8. *Secretary.* The Secretary shall: (a) keep the minutes of the meetings of the Executive Board and all meetings of the organization membership; (b) see that all notices are duly given in accordance with the provisions of these bylaws; (c) be custodian of the organization records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or Executive Board.
- Section 9. *Treasurer.* The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such moneys in the name of the organization in such depositories as shall be selected in accordance with the provisions of Section 4 of Article V of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or Executive Board.
- Section 10. *Chapter Contact.* The Chapter Contact (CC) shall: (a) be responsible for receiving and transmitting organization information to Regional and National IPMS organizations as needed. When receiving information from other organizations, the CC shall coordinate such information with the Executive Board to ensure it is disseminated to the organization in a timely manner; and (b) be appointed by the President or a majority vote of the general membership.
- Section 11. *Webmaster.* The Webmaster shall: (a) be responsible for development, maintenance, and timely updates to the club website; and (b) be appointed by the President or a majority vote of the general membership. This position may be combined with any other position.
- Section 12. *Committees of the Board.* The Executive Board may form committees for the purpose of managing and executing activities of the organization. In such cases, the Executive Board will develop, or designate an agent to develop, and approve a committee charter documenting the purpose (i.e., functions, roles and responsibilities), membership, and meeting schedules and processes of the committee.

### **ARTICLE III.**

#### **MEMBERSHIP**

- Section 1. *Eligibility.* Any individual, regardless of race, color or creed, or national origin, expressing a desire to become a member of the organization may, by filing an official application form,

be considered for membership by the President and/or the Executive Board. The Executive Board will have the ultimate responsibility and decision for acceptance or rejection of any application. Any applicant accepted for membership agrees to abide by the terms and conditions of the organization by-laws and policies and decisions promulgated by the Executive Board. A person who joins the organization and maintains their dues and abides by the organization by-laws shall be considered a “member in good standing.”

- Section 2. *Membership in Other Chapters.* To prevent potential conflicts of interest between Dayton, Ohio area IPMS chapters, organization members may not be members in or officers of any other Dayton area IPMS/USA organizations. Individuals seeking membership in the organization must relinquish membership in said other organizations.
- Section 3. *Junior Members.* Members less than 18 years of age may apply for junior membership with the written or verbal approval of a parent or legal guardian. A junior who joins the organization and abides by the organization by-laws shall be considered a “member in good standing.” No dues will be assessed junior members.
- Section 4. *Membership Privileges.* Members in good standing shall be privileged to vote, hold office and appointed positions, serve on committees, attend any meetings, and enjoy all other privileges of membership.
- Section 5. *Code of Conduct.* Members are expected to adhere to the organization’s Code of Conduct (Appendix A). Severe and/or repeated violations of the Code by a member may result in discipline or dismissal of said member.
- Section 6. *Dismissal of Members.* A member may be dropped from the rolls of the organization by the Executive Board for reasons felt to be detrimental to the organization. These members will be notified by the President of the action taken. Ex-members so dismissed may reapply for membership six months after dismissal and will be subject to re-evaluation by the Executive Board. Notification of the decision will be given to the applicant as soon as possible. Any member whose dues are not paid in full in accordance with Section 6, Article V shall also be dropped from the rolls of the organization.

#### **ARTICLE IV.**

##### **MEETINGS**

- Section 1. *Regular Meetings.* A regular meeting of the Executive Board and general membership shall be held monthly at such a time and place as the Executive Board may designate. In addition, the Executive Board may provide, by resolution, the time and place for the holding of additional regular meetings.
- Section 2. *Special Meetings.* Special meetings of the Executive Board and/or general membership may be called at the request of the President.
- Section 3. *Notice of Meetings.* A schedule of regular meetings will be approved and submitted to the general membership at the start of each calendar year. For regular and special meetings involving the general membership, the agenda shall be submitted to the members at least ten days before the meeting. Notifications may be delivered to members’ electronic mail addresses as shown by the records of the organization; otherwise written notification will be sent by U.S. mail if no electronic mail address is available.
- Section 4. *Waiver of Notice.* Meetings solely of the Executive Board members may be held without

advanced notice to the general membership.

- Section 5. *Manner of Acting.* At all times, the President or their delegate will be the presiding authority responsible for the conduct of meetings. Any organization member in good standing may offer a motion during the business portion of a meeting. If the motion is seconded, the motion will be opened to debate by those members in attendance. The period of debate shall be at the discretion of the President. At the end of debate, the President shall ask for an official motion. If an official motion is offered and seconded, the motion will be put to the general membership for a vote. The Secretary will send a notification of the motion to the general membership in the same manner as described in Section 3 of Article IV. Members shall have 14 calendar days to reply to the Secretary with either a Yes or No vote. The Secretary will collect, tally, and report the results of the vote to the Executive Board.
- Section 6. *Presumption of Assent.* Failure of a member to reply to a vote on a motion within the 14 calendar day period shall be presumed to be in concurrence with the motion. Members anticipating a prolonged period of absence may notify the Secretary, in advance of their absence, of their appointment of an official proxy. A person must be a member in good standing of the organization to serve as an official proxy.
- Section 7. *Informal Action by the Board.* If dictated by circumstances, the Executive Board may make time-sensitive decisions without conferring with the general membership. In such instances, the Secretary will provide post hoc notification to the general membership as soon as is feasible. Members shall have 14 calendar days to register any objection to the action(s) of the Executive Board. If no objections are offered by the general membership, there will be a presumption of assent of the actions of the Executive Board. If an objection is registered, then the action of the Executive Board will be put forth to the general membership at the next regular meeting.
- Section 8. *Quorum.* Fifty percent of Executive Board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

## ARTICLE V.

### CONTRACTS AND FINANCES

- Section 1. *Contracts.* The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.
- Section 2. *Loans.* No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.
- Section 3. *Checks and Drafts.* All checks, drafts, or other orders for the payment of money, issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such resolution, such instruments shall be signed by the Treasurer with the consent of the President or Vice President of the organization.
- Section 4. *Deposits.* All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the organization in such depositories as the Executive Board may select.

Section 5. *Gifts.* The Executive Board may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.

Section 6. *Annual Dues.* The Executive Board shall establish the amount of annual dues no later than January 1<sup>st</sup>. Members will have until March 31<sup>st</sup> to pay dues and maintain their status as a member in good standing. Members joining the organization during the months of January through June shall pay dues in the full amount. Members joining the organization during the months of July through December shall have their dues prorated by 50%; dues shall be paid with 90 calendar days of applying for membership to the organization. Junior members shall not be assessed dues.

## ARTICLE VI.

### GENERAL PROVISIONS

Section 1. *Conflict of Interest.* Any organization member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the organization, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will voluntarily excuse themselves and will refrain from discussion and voting on said item.

Section 2. *Change of Affiliation.* A vote of two thirds of the general membership shall be required to change the organizations current affiliation with IPMS/USA. General membership shall be given 90-days' notice in the event of such vote.

Section 3. *Amendments.* These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two thirds of the general membership.

Section 4. *Distribution Upon Dissolution.* In the event of dissolution of the organization for any reason, all current funds will be used to resolve any debt or financial responsibilities of the organization. Any remaining funds will be donated equally (20%) to an aircraft museum, a military vehicles museum, an automotive museum, and IPMS/USA in the name of the organization. The aforementioned museums shall be located in the state of Ohio, and preference shall be given to those museums that supported the organization in the past.

Section 5. *Books and Records.* The organization shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Executive Board, committees of the Executive Board, and all regular and special meetings. The books, records and papers of the organization shall be at all times available for inspection by any member. The bylaws of the organization shall be publically available.

## APPENDIX A

### IPMS-Wright Field Scale Modelers Member Code of Conduct

We, the Membership of IPMS-Wright Field Scale Modelers, have decided to adopt the uniform code of conduct printed below. This code was developed to prevent disputes within the club membership and ensure order within organization meetings.

#### Code of Conduct

- 1. Thou shall show respect** - to whomever has the floor, and not interrupt, unduly discredit, or “one-up” them.
- 2. Thou shall not judge** - ...unless asked. The statement “what do you think?” is not open invitation for full IPMS/USA or AMPS style judging. Remember to offer positive encouragement... nix negative comments.
- 3. Thou shall not argue** - discussions and debate are welcome. Heated discussions and arguing are not. If this happens, you will be asked by the President to cool it if the tempers flare. If you can not calm down, you will be asked to leave the meeting grounds, which includes the parking area.
- 4. Thou shall not curse** - Sometimes junior members and/or guests are present and using profanity – even whispering. This is a strict NO..NO. We should control our language, especially in the presence of children and young teens. The only thing we want them to take home with them are modeling skills –not language skills.
- 5. Thou shall not touch another builder’s model** - ...unless permission has been granted to you. One drop can kill hundreds of hours of work. People have been killed for less.
- 6. Thou shall have fun** - this is a hobby, something to be enjoyed. We should all let others see the enjoyment we have and share with others. If problems should arise, please report the problem to the President or another club officer. The infraction should then be handled as follows:
  - A. Talk to the individual about the problem with another officer serving as a witness.
  - B. Bring the matter to the EB for consideration and possible disciplinary action in accordance with the club bylaws.
  - C. If the problem is serious enough, the matter will be brought to the full club for voting.