



IMAA

Dedicated to Modelers of Giant Size Planes
Flying!, Fun!, and Friendship!

Tuesday, January 11, 2011

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IMAA By-Laws

IMAA Constitution and By-Laws

Adopted Effective July 1, 1996 Amended June 19, 1998; July 26, 1998; June 11, 1999; June 14, 2002; Jan. 31, 2003; October 29, 2004; January 7, 2005; January 13, 2006; June 23, 2006; September 27, 2006, Jan. 12, 2007; Feb. 22, 2007; July 16, 2007; June 27 2008; June 18 2009



IMAA BY-LAWS

Article I - Name

The International Miniature Aircraft Association, Inc., also known as "IMAA" was legally organized in the state of New York. The official publication of the Association is a magazine known as "**High-Flight**"

Article II - Location

The offices of the Association shall be located in the State, Territory, or Province of the current President's residency.

Article III - Purpose and Philosophy

Section 1

The International Miniature Aircraft Association, Inc., has been formed to promote and encourage the sport and hobby of large radio controlled aircraft with respect to research, development, design, construction, and operation of such aircraft in an atmosphere where informality, non-competitiveness, safety of operations, pleasure, recreation, fellowship, and enjoyment prevail.

Section 2

Formal competitions that require the scoring of aircraft either for static presentation or flight routine is contrary to the philosophy of the IMAA and will not be allowed at any event sanctioned by the IMAA. The term 'competition' does not apply to awards given where the host chapter has set informal categories/events to recognize individuals or aircraft provided no guidelines/score sheets are given. For example spectator/pilot choice award would be permitted.

Section 3

The IMAA considers that its most important function, and that of its Chapters and its Members, is to assist each Member in anyway possible to enhance his or her enjoyment of the sport and hobby of design, construction, and operation of large size model aircraft, and to encourage non-Members to incorporate the safety criteria of the Association in their own large radio controlled aircraft design, construction, and operation efforts.

Section 4

The IMAA considers that safety in all its aspects relating to design, construction, and operation of large radio controlled aircraft is an absolute necessity, and that its Members shall comply with any and all Association-announced safety standards, guidelines, rules, regulations, and other directives at all times.

Article IV - Acceptable Aircraft

Section 1

The purpose and goal of the International Miniature Aircraft Association, Inc. is to encourage and foster the building and flying of large radio controlled model aircraft. The term "Giant Scale" is also used by the Association to describe such aircraft. However, this term and the term "Large Scale Radio Controlled Model Aircraft," are in reference to the size of the model and not the full sized aircraft. The concept of "large" radio controlled model aircraft shall prevail over any other considerations in describing miniature aircraft. This concept of "large" is generally considered to apply to radio controlled model aircraft with minimum wingspans of eighty (80) inches for monoplanes and sixty (60) inches for multi-wing aircraft. Ducted Fan and Turbine aircraft with one hundred forty (140) inches combined length and width, measured from wing tip to wing tip at the widest point perpendicular to the fuselage and added to the length of the fuselage, excluding any protrusions. Autogyros with 50 inches for a single rotor, 80 inches for a dual rotor. Quarter (1/4) scale replicas or larger with proper documentation (minimum 3 view drawing of an actual person carrying aircraft) which do not fit the size requirements will be permitted. However, the concept does not encompass radio controlled model aircraft so large as to have the potential of carrying a human being. Giant Scale IMAA qualification also requires the RC model be a maximum weight of 55 pounds, with fuel – ready to fly. Models over this weight up to 100 pounds, with fuel – ready to fly (known as Experimental Radio Controlled Aircraft) may also qualify as IMAA giant scale provided they have a Permit To Fly signed by an AMA certified "Experimental Inspector". These certified experimental models are listed on the AMA website under AMA documents, Permit To Fly list. Turbine aircraft will have the same combined length and width requirements as Ducted Fan Aircraft. In addition, each participant that will operate any model aircraft powered by a turbine engine will sign the AMA's 'Statement of compliance concerning Turbine Engine Operation' and the aircraft must comply with the AMA's 'Safety Regulations for Model Aircraft Gas Turbines'.

Section 2

The Members of the Association shall comply with all guidelines, standards, rules, regulations and directives promulgated by the Association relating to miniature aircraft minimum size, maximum weight, wing loading and engine displacement.

Article V – Membership

Section 1

Any person desiring to become a Member of the Association shall submit a written application to the Secretary together with a minimum of the yearly dues then in effect for their country of residence. The term of Membership shall commence upon acceptance of such application and dues and shall terminate upon expiration of the applicable dues period, unless renewed. Should the Board of Directors reject an application for Membership for good cause, any tendered dues shall be refunded.

Section 2

Any person who flies and resides in the United States must show proof of membership in the AMA in order to obtain membership in the IMAA. Such proof must be demonstrated each time the IMAA membership is renewed. Persons who reside outside of the United States and wish to become members of the IMAA must show proof of membership in any acceptable model aircraft association of the country in which that person resides. Current membership card or proof of payment of dues will be considered to be proof of membership. To fly at an IMAA sanctioned event, the participant must be a current member of the IMAA and meet all of the criteria contained in this section.

Article VI – Officers

Section 1

Principal Officers. The principal Officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer. Each Officer shall serve a three-year term and may serve additional terms thereafter. The President and the Vice-President shall be elected by a majority of those Association Members at Large, voting. The Secretary and the Treasurer shall be appointed by a majority vote of the Board of Directors.

Section 2

Vacancies. In the event of a vacancy occurring in the office of the President, the Vice-President shall assume the position of the President. In the event of a vacancy occurring in the office of Vice-President, the Board of Directors shall appoint a Vice-President to fill the then current three-year term.

Section 3

Subordinate Officers. The Board of Directors may appoint and specify the duties and responsibilities and the terms of office of such subordinate Officers and Assistant subordinate Officers as it deems necessary or desirable for the conduct of Association business. Such subordinate Officers and Assistant subordinate Officers may include, but are not limited to, the following: **Editor of the Official Association Publication, Sanction Event Coordinator, National Safety Officer, Accessories Control Officer, Legal Advisors, Advertising Manager**

Each subordinate Officer appointed by the Board of Directors shall report to the Board and, all except Legal Advisors, shall coordinate the execution of his/her duties and responsibilities by and through the President, and with such other elected or appointed persons as the Board of Directors or the President may direct. Each Assistant subordinate Officer appointed by the Board of Directors shall be responsible to his/her subordinate Officer for the execution of his/her duties and responsibilities.

Each elected or appointed Officer or subordinate Officer may appoint such Assistants as he/she deems necessary or desirable for the proper execution of his/her duties and responsibilities and any such appointment is subject only to a majority veto of the appointee by the Board of Directors. Such Assistants shall be responsible to the Officer or to the subordinate Officer appointing him/her for the execution of his/her duties and responsibilities.

Section 4

Bonding of officers. The Treasurer, and such other Officers, subordinate Officers and Assistants as may be designated by the Board of Directors, shall be bonded and any such bond shall be an Association expense.

Article VII – Board of Directors

Section 1

General. The powers of the Association, and the conduct of its business, shall be exercised by the Board of Directors, however, such powers and the business to which they relate may be delegated, subject to the control of the Board of Directors. The property of the Association shall be controlled by the Board of Directors, however, the custody of such property may reside with such Officers, subordinate Officers or Assistants as the Board of Directors may direct, subject to its control. For the purpose of conducting its business, the Board of Directors shall be considered a new body after each election of officers.

Section 2

Membership of the Board. The Board of Directors shall consist of those number of Directors established by the constitution.

Section 3

Vacancies. Any time that a Director establishes permanent residency out side of the district to which he/she was elected he/she must relinquish his/her seat within thirty (30) days of relocating. In the event of a vacancy occurring in the position of Director either by recall, resignation, relocation, abandonment of office or any other cause which prevents fulfillment of an elected term, the remaining seated Board shall appoint a temporary Director to fill the vacant position, with a Member in good standings from the District affected. Should a Director desire to resign from his/her position, then that person shall notify the President in writing 60 days prior to leaving office. The president will direct that the members of the district be notified and request that any member interested in the position should submit a resume to the nominating committee. The board will then select from those submissions, a Director to fulfill the remaining term.

The Board will consider any Director who fails to attend two consecutive Board meetings without appointing a proxy, or who does not respond to three consecutive electronic, mail, or telephone ballots to have abandoned his/her office.

Section 4

Consultants to the Board. At the option of the Board of Directors, an outgoing President may serve a three years term as a consultant to the Board in a non-voting capacity.

Section 5

Meeting of the Board. The Board of Directors and all nationally appointed officers shall conduct an annual business meeting at an appropriate time and place as determined by the Board. The membership shall be provided adequate notification of this meeting. A second meeting of the Board of Directors may also be held with the time and location to be at their discretion. The Board of Directors shall advise the President of such time and place, and the President shall cause written notice of such time and place to be given to each Director not later than thirty (30) days before the meeting. If any Director is present at a meeting and does not object in writing to a failure to have received adequate notice of it, such failure to receive adequate notice shall not invalidate the meeting or any action of the Board of Directors taken at it. Such meetings shall include all elected officers including the Secretary and Treasurer, and any other appointed Official, Member, or Person as requested by the Board of Directors in order to conduct current IMAA business. The Board of Directors shall cause to be kept a complete record of its proceedings and actions at its formal meetings and these minutes must be submitted in a timely manner for publication in High Flight the official publication.

Section 6

The Business of the Board.

The Board will only consider proposals submitted by a Director of the Board. Since the members of the Board of Directors reside throughout the United States, it is expected that most of the Board's business will be conducted by mail, facsimile, or by phone conferencing, primarily, but not necessarily, initiated by the President. Any proposal for Board of Director consideration, must therefore allow adequate time for each Director to receive, analyze, and vote on it.

All business to be considered by the Board of Directors must be submitted on the official form, to the President, and must contain all pertinent information in order so that other Directors upon receiving a copy of said form will be able to gather any pertinent information or response from his/her constituents in order to cast an informed vote. A copy of each official proposal shall be assigned an agenda number by the President and a copy shall be included with the agenda list for each official meeting. A copy of those proposals requiring prompt action due to a time restraint shall also be forwarded to the Secretary for action as specified in Section 7 of these By-laws (Voting).

Any Director considering that adequate time for analysis and consideration of any proposal has not been afforded, shall notify the President by the most expeditious means possible on or before the due date for the receipt of Board of Director voting on the proposal. If the President receives such notification on or before the date for the receipt of Board of Director voting on a proposal, the due date shall be extended for a period not to exceed thirty (30) days. Additionally, should any Director consider any proposal transmitted by mail for Board consideration and/or action appropriate only after the Board of Directors has had the opportunity to discuss the matter at an in-person meeting of the Board or by telephone conferencing, he/she shall so notify the President of this fact by the most expeditious means possible on or before the due date for receipt of Board of Director voting on the proposal. If the President receives such notification from any three (3) or more Directors on or before the due date for the receipt of Board of Director voting on the proposal, The vote on the proposal shall be null and void pending resolution of the matter at a duly-called in-person meeting of the Board, or by way of telephone conferencing.

Section 7

Voting. If adequate notice has been given, the presence at a formal meeting of the Board of Directors of 50% + 1 of the Directors appearing in person and/or represented by written proxy shall constitute a quorum. Any Director not able to personally attend a formal meeting shall appoint a Member of the Association to represent him/her by written proxy. A Member of the Association shall include a fellow Director, the Secretary/Treasurer, or Member of the Director's District. The proxy is required to cast the Director's vote, and may only make such motions as have been previously communicated by the Director to the Board. No Director may appoint the same individual to serve as a proxy more than twice during their term as Director. If the Director chooses to appoint a Member from their District as a proxy, the Association shall reimburse the proxy for all expenses incurred, as if the Proxy was a Director. Except as otherwise provided in the Constitution and these By-Laws, or by law, the affirmative vote of a simple majority of a quorum of the Board of Directors shall be required to carry any matter properly the subject of Board of Directors action. Should any matter properly the subject of Board of Director consideration and action be taken by mail, facsimile, or phone conferencing, except as otherwise provided in the Constitution and these By-Laws, or by law, the affirmative vote of a simple majority of the entire Board of Directors shall be required to carry any such matter. All matters submitted to the Board of Directors, which contains a time constraint, which requires a vote prior to the next official meeting, must be submitted in writing on the approved form to both the President and the Secretary. The President must order, within seven (7) days, the Secretary to take appropriate and prompt action in order to poll the entire Board of Directors on the proposed action. The Secretary shall issue a ballot containing the information as presented on the official form and will require a ballot to be returned within fourteen (14) days. If the proposal requires an immediate response the Secretary will undertake a phone poll of the entire Board of Directors as soon as possible, with votes to be confirmed in writing following the phone poll.

Section 8

Conflict of Interest. Any time a paid employee, Officer or appointed Official of the Association should concomitantly hold elective office and an issue should arise before the Board of Directors wherein such member would have a serious and irreparable conflict of interest the Board of Directors shall require said member to choose at that time which position they wish to retain.

Section 9

Indemnification of Directors and Officers. Each Director and Officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such Director or Officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such Director or Officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any Officer or Director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by a committee of not less than three (3) nor more than five (5) persons selected by the Board of Directors, who shall be members of the IMAA but not Officers or Directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed or binding on the indemnified Officer or Director. The right of indemnification herein above provided for shall not be exclusive of any rights to which any Director or Officer of the Corporation may otherwise be entitled by law.

Section 10

Matters Considered by the Board of Directors. The Secretary shall maintain and update the record of those matters considered and approved by the Board of Directors at its in-person meeting, by way of telephone conferencing, mailing, or facsimile. He/She shall provide each Member of the Board of Directors and the Officers of the Association with a copy of this updated record thirty (30) days before any scheduled in-person meeting of the Board of Directors, but no less frequently than once annually.

Section 11

Official Statement. No member of the Association, whether acting in his position as a Member or in his position as a Director, Officer, subordinate Officer, or Assistant of the Association or of a Chapter, shall speak officially on behalf of the Association by issuing, publishing, making any statement, or publicly taking any position that is or may be adverse to any policy, procedure, rule, regulation, or position stated or published by the Board of Directors, or not yet been considered by it. Statement relating to the official policy and position of the Association may be made by any Member, if such statements accurately reflect the official policy and position of the Association, but if such a policy or position has not been stated or published by the Board of Directors, shall be made only after approval of the Board of Directors has been secured as to the subject. Nothing in this Section shall be construed as restricting any Member of the Association in the exercise of his right of free speech, but is intended to preclude any Member, Director, Officer, subordinate Officer, Assistant, or Chapter Officer from attempting to make his individual opinion or position that of the Association.

Article VIII – Meeting of Members

Section 1

Scheduling and Notices. Meeting of the Members of any District shall be held as considered necessary or desirable by the Board of Directors, or upon receipt by the Board of Directors of a petition signed by ten percent (10%) of the total number of Members of the District requesting a meeting and specifying the agenda items thereof. Notice of any Meeting of District Members of the Association and the matters to be brought before it shall be given in the Association's official publication, or by the Secretary, by mail, no later than thirty (30) days before the meeting is to convene. The failure of one or more Members to receive notice of such a meeting shall not invalidate the meeting or any matters properly brought before it, provided the Secretary certifies in writing that proper and timely notice of the meeting was mailed to each Member at his/her last known address appearing in the Association's records.

Section 2

Conduct of District Meeting of Members. At any meeting of the Members of any District, a quorum shall consist of ten percent (10%) of the total number of the Members of the District for any District, in person and/or represented by written proxy for any District. Meetings of the Members shall be called to order by the President of the Association and presided over by him/her. In the absence of the President, the Vice-President of the Association shall so act, and, in the absence of both of them, any Member appointed by a majority of Members present in person, and/or represented by written proxy, shall so act. The affirmative vote of a simple majority of those Members present in person and/or represented by written proxy is required to carry any matter properly the subject of a meeting of the Members of the District. All matters which have been affirmed by the meeting of Members must be promptly brought before the Board of Directors for appropriate action.

Article IX – Elections

Section 1

General. The elected positions in the Association consist of each District Director, the President, the Vice-President and such other positions as the Board of directors may designate. The Board of Directors shall establish the procedures for elections.

Section 2

Nominating Committee. Not less than six (6) months before any regularly scheduled election, the Board of Directors shall appoint a Nominating Committee of not less than three (3) of its Directors. This committee shall designate one of its number as Chairperson.

Section 3

Nominations. Any Member of the Association eighteen years or older and in good standing may be nominated for the position of Director of the District in which he/she resides or for the position of President or Vice-President. No Member shall concomitantly hold the office of both Director and either President or Vice-President. A nomination by other than the Nominating Committee of the Board of Directors shall be made on an official petition provided by the Association or a reasonable facsimiles thereof. The petition shall state the name of the nominee, his/her membership number, and if requested, give a brief resume of his/her background and experience as they relate to giant-scale and related activities, and if requested, shall be accompanied by a recent photograph. The petition shall be signed by two (2) Members of the Association, and shall specify the Membership number of those signing the petition. The petition shall be forwarded to the Chairman of the Nomination Committee as designated on the official petition, not later than ninety (90) days before the scheduled election. The Chairman of the Nominating Committee shall notify the nominee and the other committee members of receipt of the petition. At the close of the nomination period the Chairman shall forward the entire list of eligible nominees to the Editor of High Flight for publication, the Secretary, and the accounting firm which has been chosen by the committee to run the election as per the official rules which have been established by the Board of Directors.

Section 4

Assumption of Office. The newly elected officers and directors shall assume office no later than 30 days following the official announcement of election results. The exact date will be decided by the outgoing Board of Directors upon the recommendation of the Nomination Committee.

Article X – Chapters

Section 1

General. Any five (5) Members of the Association may form a Chapter serving the area in which they reside. An official Association Chapter Application Form, or a reasonable facsimile thereof, shall be used to request establishment of a Chapter. The proposed name of the Chapter shall be specified in the Application. After approval of the Chapter Application, a Chapter Number shall be Assigned by the Association. Each Chapter shall elect or appoint a President, Vice-President, Secretary, and a Treasurer, and each Member of the Chapter shall be a Member of the Association. The position of Secretary and Treasurer may be held by one person.

Each Chapter shall be subject to the general overview of the Director of the District in which it is formed, and shall adhere to the Constitution, By-laws, rules, regulations, and other directives of the Association in any activities involving Members of the Association. Chapters in countries other than the United States of America shall be subject to the general administration and control of the IMAA Representative for that particular country. Chapters in countries other than the United States of America shall adhere to the Constitution, by-law, rules, regulations, and other directives of the Association in so far as they do not conflict with any local laws or the enactment's of any body governing modeling activities in that country.

Section 2

Fees and Dues. The chapter Application Form shall be accompanied by the Chapter Fee then in effect. Section 3 Liability for Chapter Activities. Chapter activities shall be the sole responsibility of the Chapter and shall be conducted solely at its own risk and not that of the Association, or any of its Directors, IMAA representative, Officers, subordinate Officers, or Assistants.

Article XI – Financial

Section 1

General. The Treasurer shall make only those expenditures of Association funds authorized and approved by the Board of Directors. Notwithstanding any general authorization granted the Treasurer by the Board of Directors, specific authorization and approval of the Board of Directors is required for each additional expenditure of Association funds.

Section 2

Signatures. Association drafts and /or checks require the signature of the Treasurer and that of one other Principal Officer of the Association.

Section 3

Auditing. Every three years, the Treasurer shall submit the financial records of the IMAA to an independent accounting firm, which is to be selected by the Board of Directors, in order to conduct a non-certified audit of their contents. This non-certified audit shall coincide with the seating of the new Board of Directors.

Article XII – Amendments

These By-Laws may be amended by a two-thirds majority of the entire Board of Directors and then published in the Association’s official publication.

LIST OF AMENDMENTS

#	DATE	ARTICLE/SECTION	ITEM
1	14 Jun 1996	IX sect 2	90 days petition notice
2	23 Jun 1999	V sect 2	Second Board Meeting Optional
3	14 Jun 2002	VII sect 7	Proxy requirements & phone ballots
4	31 Jun 2002	IV sect 1	Turbine aircraft requirements
5	29 Oct 2005	VII sect 3	Director abandoning office
6	7 Jan 2005	VI sect 1, 2 ; VII sect 4; XI sect 3	Three year term for Directors/ Officers
7	13 Jan 2006	VII sect 5	Board Meeting prior to end Feb.
8	23 June 2006	III sect 2	Defining Awards at Sanctioned Events
9	27 Sept 2006	VII sect 5	Second Board Meeting Optional
10	12 Jan 2007	VII sect 5	Annual Business Meeting
11	12 Jan 2007	IX sect 4	Assumption of Office
11	22 Feb. 2007	IV sect 1	Addition of Turbine
12	16 July, 2007	IV sect 1	Addition of Autogyros
13	27 Jun 2008	VII sect 6	Motions submitted only by Directors
14	18 Jun 2009	III sect 2	Addition of non-competitive events
15	18 Jun 2009	IV sect1	Addition of 'Experimental' category
16	8 Jan 2010	VII sect 3	Director abandoning office

