

BYLAWS

International R/C Warship Combat Club, Inc.

ARTICLE I - NAME; PURPOSES

A. The name of the corporation is "International R/C Warship Combat Club, Inc." (hereinafter the "Club"). The words "International Radio Control Warship Combat Club" and the abbreviations "IRCWCC," and "IR/CWCC" shall each be understood to mean the Club in its corporate form.

B. The purposes of the Club are:

1. to provide interested persons with the opportunity to associate with others interested in the hobby of radio controlled semi-scale model warship combat;
2. to promote safety, good sportsmanship and fun in semi-scale model warship combat competitions;
3. to make information available to members and others concerning the history of early 20th Century warships, and the construction and operation of semi-scale models of those ships in simulated combat activities.

C. No part of the Club's net earnings shall inure to the benefit of any member, officer, director or other person having a personal or private interest in the activities of the Club. The Club shall, however, be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in section B., above.

ARTICLE II - MEMBERSHIP

A. Membership in the Club is open to all persons interested in the hobby of radio controlled semi-scale model warship combat, regardless of where they reside, who are willing to abide by the Bylaws and Rules of the Club as modified from time to time.

B. A person desiring to become a member shall submit an application to the Treasurer on the form designated for that purpose, together with the required annual membership fee. An application may be disapproved by the Executive Board within 30 days of its receipt if the Board, in its sole discretion, believes such action is necessary to promote the

purposes of the Club.

C. Upon receipt of the required annual fee, new and renewing members of the Club shall be provided an identification card and access to a current copy of the Club's Bylaws, Rules and Ship List. These documents shall be distributed or made available on line by the Secretary from a master set which the Secretary shall maintain.

D. When used in these Bylaws or any Rules adopted pursuant to these Bylaws, the phrase "member in good standing" shall mean a member whose dues for the current year have been paid in full and who is not subject to any sanction imposed in accordance with these Bylaws or the Rules of the Club.

ARTICLE III - ELECTED OFFICERS; DUTIES

A. The Club shall have a President, a Vice President, a Secretary and a Treasurer.

B. Only those persons who have been members continuously for more than one year and who during that period have battled in at least one sanctioned event shall be eligible for election or appointment to the above Club offices.

C. The above officers shall remain members in good standing throughout the duration of their terms. They shall serve from the first day of January next following their election until the last day of December of that same year or until a successor is duly appointed. Except for the office of Treasurer, no person shall serve more than four consecutive terms in the same office. No person shall hold more than one of the above offices simultaneously.

D. Duties of the President

1. Act as the Club's chief executive officer.
2. Preside at all meetings of the Club or the Executive Board, and serve as Chairperson of the Rules Committee.
3. Serve as Club representative to NAMBA.
4. Inform Club members at the Annual Meeting of all actions taken by the Executive Board at all regular and special meetings of the Board which have been held since the last Annual Meeting .

5. Inform Club members at the Annual Meeting of important issues concerning R/C model warship combat.

E. Duties of the Vice President

1. Perform the duties of the President when the President is prevented from acting.
2. Serve as the primary club contact with local clubs.
3. Maintain the master list of frequency assignments, and assign frequencies to members based on seniority, participation in battles, and residence.
4. Approve applications from local clubs to conduct sanctioned events and record the designation of contest directors for those events.
5. Maintain a list of sanctioned events and the participants in those events for the current year.
6. Receive all Citations of Noncompliance and send a list of all outstanding citations to the contest directors of sanctioned events.

F. Duties of the Secretary

1. Prepare and maintain as permanent records the minutes of each Annual and Special Meeting of the members, each meeting of the Rules Committee and each meeting of the Executive Board. Maintain as a permanent record written documentation of any action taken by the Executive Board by consent without a meeting.
2. Authenticate, as needed, copies of each of the records specified above and any other records required by law to be kept by the Club.
3. Maintain a list of the Club's members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order.
4. Conduct Club balloting, and tally and publish the results of all Club voting.
5. Receive written proposals for Bylaws changes and Rules changes from members and transmit them to the Executive Board or the Rules Committee as appropriate.
6. Insure that the Club's web site has correct and up-to-date information available.

a. A webmaster may be appointed by the E-Board to assist the secretary in updating and maintaining the website. The position is a non-voting position and can be appointed, changed or terminated at any time by vote of the E-board based on the needs of the club and its secretary and any issues that might arise. All passwords and codes will be given to the E-board at all times. The website (www.IRCWCC.com and www.IRCWCC.org) is and will always be the property of IRCWCC, Inc.

7. Maintain a complete and correct master set of the Club's Bylaws, Rules and Ship List, and provide copies of these documents for duplication and distribution as required.

G. Duties of the Treasurer

1. Prepare and maintain as permanent records appropriate accounting records, including a balance sheet at each fiscal year end and a statement of receipts and disbursements for each fiscal year.

2. Maintain suitable bank accounts for the deposit of all monies received by the Club, and the payment of all monies disbursed by the Club.

3. Provide a financial report to the Executive Board at each meeting and at the end of each fiscal year. The fiscal year shall be January 1st to December 31st.

4. Obligate funds for the future payment of the Club's financial obligations and issue checks in payment of the Club's financial obligations in accordance with the following limits:

a. Funds in an amount less than \$500 may be obligated or disbursed by the Treasurer with the approval of the President;

b. Funds in an amount greater than \$500 shall only be obligated or disbursed upon the order of the Executive Board.

5. Sign and distribute membership cards and other membership materials as appropriate.

ARTICLE IV - ANNUAL CHAMPIONSHIP C. D. AND SITE HOST

A. An Annual Championship Contest Director and an Annual Championship Site Host shall be selected for the coming year at the Rules Committee meeting.

B. Selection of the Annual Championship Contest Director and Site Host

1. For every proposed Annual Championship location that is approved by the Rules Committee for placement on the Annual Ballot, the Rules Committee shall also select, by a majority vote of those members present at the committee's meeting, an Annual Championship Contest Director and Site Host for each location.

2. The location selected by the members via the Annual Ballot shall determine who shall act as the Contest Director and Site Host.

C. Duties of the Annual Championship Contest Director

1. The Annual Championship C. D. shall perform all the actions required of a Contest Director by the Club Rules, and shall coordinate all contest activities for the Annual Championship.

2. The Annual Championship C. D. shall pay no entry fee for the Annual Championship at which the above functions are to be performed.

D. Duties of the Annual Championship Site Host

1. The Annual Championship Site Host shall:

- a. negotiate price packages at local motels/hotels
- b. order trophies and name plaques
- c. obtain tables, chairs and tents (or similar shelter) for a covered pit area
- d. arrange for the catering of pond-side lunches
- e. arrange for the catering of the Awards Banquet
- f. arrange for facilities for the Annual Meeting and the Rules Committee Meeting

2. The Annual Championship Site Host shall pay no entry fee for the Annual Championship at which the above functions are to be performed.

ARTICLE V - EXECUTIVE BOARD; DUTIES

A. The Club's board of directors shall be named the Executive Board.

1. All corporate powers shall be exercised by or under the authority of the Executive Board.

2. The activities, property and affairs of the Club shall be managed by or under the direction of the Executive Board.

B. The Executive Board shall have a minimum of five (5) and a maximum of seven (7) members, and shall be comprised of the persons who hold the following positions: President, Vice President, Secretary, Treasurer, immediate past President, Annual Championship Contest Director and Member-at-Large. In the event that one person properly holds more than one of the preceding positions, that person shall only be counted as one member for the purposes of determining the number of Board members and the existence of a quorum, and that person shall be entitled to only one vote on all matters properly before the Executive Board.

1. The Member-at-Large shall be elected directly by all members via the Annual Ballot. The Member-at-Large serves as an ombudsman for all Club members, representing their views at all Executive Board meetings and discussions throughout the year.

2. The Annual Championship Site Host shall be an ex officio member of the Executive Board, but shall have no vote and shall not be considered for the purpose of determining the existence of a quorum.

C. The Executive Board shall:

1. Act through the officers and other elected officials of the Club designated in these Bylaws, and through such committees or persons as it shall, in its sole discretion, appoint or designate from time to time, to manage the affairs of the Club.

2. Review, at the request of an interested member, any disciplinary action taken or rule interpretation made by any Contest Director, and affirm or modify the same.

3. Provide necessary interpretations of Club Rules in the event of a disagreement between two or more interested members. All Rule interpretations by the Executive Board shall be officially recorded and placed on the Club's web site for viewing by the members.

4. Review and act upon proposals to revise the Bylaws.

5. Do such other and further things as are lawful and necessary to comply with and enforce these Bylaws and the Rules adopted hereunder.

D. The Executive Board may temporarily modify the Battling Rules or Construction and Classification Rules when reasonably necessary to address or correct a safety concern. Any modifications to these Rules shall be recorded and placed on the Club's web site for viewing by the members, and submitted to the members for approval at the next annual Rules Meeting.

E. The Executive Board, or a committee appointed by the Executive Board, may, in its sole discretion, correct errors in specific items on the Ship List.

F. The Executive Board may, in its sole discretion, designate one or more person(s) to do the following on behalf of the Club:

1. Register domain names, service marks, trademarks and other intellectual property on behalf of the Club. The actual costs of such registration shall be paid from club funds. All rights in and to the use of such names, marks and property shall belong to the Club.

2. Produce, maintain and host internet web sites, news groups and other communication forums. The actual costs of such site production and site maintenance shall be paid from club funds. All rights in and to the use of such sites, groups and forums shall belong to the Club.

3. Solicit gifts, endorsements and sponsorship from commercial entities. Members not so designated may not solicit any gifts, endorsements or sponsorship in the name of the Club.

G. When an elected officer or official resigns or otherwise ceases to perform the duties required by that person's office, the Executive Board shall vote to declare the office vacant and shall appoint a replacement to serve out the remainder of the person's term.

ARTICLE VI – MEETINGS

A. Annual Meeting of Members

1. An Annual Meeting of members shall be held each year between June 1st and August 31st. The Executive Board shall fix the date, time and location of the meeting. When the Annual Championship is conducted during that period of time, the Executive

Board shall schedule the Annual Meeting to be held at some time during the Championship.

2. Notice of the Annual Meeting shall be provided to all members in good standing by the Secretary.

3. The meeting shall be conducted by the President in accordance with Roberts' Rules of Order.

4. As part of new business the President shall announce those nominations which have been received for Member-at-Large, and shall ask for any additional nominations for the position from the floor. All nominations properly made shall be given to the Secretary by the President for inclusion in the Annual Ballot.

5. The last order of business at the Annual Meeting shall be the election of officers for the coming year.

B. Rules Committee Meeting

1. A meeting of the Rules Committee shall be convened immediately after the Annual Meeting has adjourned.

2. The Rules Committee shall consist of all members who are present at the time the meeting is convened.

3. The newly elected President shall serve as chair of the Rules Committee and shall conduct the meeting.

C. Executive Board Meetings

1. A regular meeting of the Executive Board shall be held on the same day as, but prior to, each Annual Meeting. A special meeting of the Executive Board may be held at any other time at the request of the President, or at the request of any three other members of the Executive Board. Notice of a proposed special meeting shall be given to each Executive Board member at least 48 hours in advance.

2. A quorum of four (4) Executive Board members shall be present (or in communication as provided below) in order for the Board to take any action except adjournment. A majority vote of members present and constituting a quorum shall be necessary to approve or disapprove any motion or take any other action, except for the termination of a person's membership, which shall require a unanimous vote.

3. Meetings may be held in person or through the use of any means of communication by which all Executive Board members participating may simultaneously hear the verbal communications, or simultaneously read the electronic written communications, of each other member on a real time basis.

4. Any action which may be taken at a regular or special Meeting of the Executive Board may also be taken without a meeting if each Board member signs a consent describing the action taken or to be taken and delivers it to the Secretary.

D. Special Meeting of Members

1. A Special Meeting of members shall be held on the call of the Executive Board, or if 75% of the members entitled to vote at an Annual Meeting submit a written demand for such a meeting to the Secretary.

2. The date, time and place for a Special Meeting shall be fixed by the Executive Board. If the meeting is required pursuant to a written demand by members, the meeting shall be held not less than 10 or more than 30 days from the date the Secretary receives the required number of signatures needed to compel such a meeting. If the meeting is required pursuant to a call of the Executive Board, the meeting shall be held not less than 10 or more than 30 days from the date of the call.

3. A demand for a Special Meeting submitted by members or a call for a Special Meeting issued by the Executive Board shall specifically state each item of business to be conducted at the meeting. No other business shall be brought before a special meeting for action.

4. Notice of a Special Meeting shall be provided to all members in good standing by the Secretary.

E. Whenever these Bylaws require that advance notice of a meeting or an event shall be given to all members, such notice may be properly given in any one of the following ways:

1. in writing by first class mail sent to the most recent address on file with the Club;

2. by e-mail sent to the most recent e-mail address on file with the Club;

3. by e-mail sent to a list server which distributes e-mail to all members who elect to subscribe to such service (but only if the list server is available to all members).

ARTICLE VII – RULES REVISIONS

A. All proposals to revise the Club Rules shall be submitted in writing (one original and 2 copies) to the Secretary, and shall then be acted upon by the Rules Committee at the next annual meeting of the Committee.

B. Only members in good standing who have battled in a sanctioned event in the 24 months prior to the annual Rules Committee meeting may propose revisions to the Rules. Only members who have battled in a sanctioned event in the 24 months prior to the annual Rules Committee meeting shall be eligible to vote on proposals to revise the Rules.

1. Proposals to revise the Rules shall, if possible, be submitted to the Secretary prior to the Rules Committee meeting. Each proposal to revise the Rules submitted prior to the annual Rules Committee meeting shall be signed by three members, each of whom is eligible under section B., above, to propose a revision.

2. Proposals to revise the Rules may be submitted directly from the floor during the Rules Committee meeting, provided that they are in writing (one original and 2 copies) as provided in section A., above, and that each proposal is moved and seconded by separate members who are eligible to propose and vote on such proposals.

3. Proposals which are amended by motion during the course of the Rules Committee meeting shall continue to require at least two eligible members as sponsors, and all such amendments shall be reduced to writing by those sponsors prior to any final action being taken by the Committee.

C. Proposals shall be voted upon in the order they are received by the Secretary. Proposals that are submitted from the floor during the Rules Committee meeting shall not be considered until all proposals submitted in advance have been voted on. Those proposals to revise the Club Rules that receive a favorable vote from a majority of the Rules Committee shall be and placed on the Annual Ballot.

D. Proposals for the revision of the Club Rules that are not submitted in accordance with this Article shall not be acted upon by the Rules Committee and shall not be placed on the Annual Ballot.

ARTICLE VIII – BYLAWS REVISIONS

A. All proposals to revise these Bylaws shall first be submitted in writing (one original and 6 copies) to the Secretary, and shall then be acted upon by the Executive Board at the next annual Regular Meeting of the Board.

B. Only members in good standing who have battled in a sanctioned event in the 24 months prior to the Annual Meeting may propose revisions to the Bylaws. Only members who have battled in a sanctioned event in the 24 months prior to the Annual Meeting shall be eligible to vote on proposals to revise the Bylaws Rules.

1. Each proposal to revise the Bylaws shall be signed by three members, each of whom is eligible under section B., above, to propose a revision.

2. In order to be acted upon by the Executive Board all proposals and required copies must be in the hands of the Secretary at least five (5) days before the Annual Meeting.

C. Proposals shall be voted upon by the Executive Board in the order they are received by the Secretary.

1. Those proposals to revise the Bylaws that receive a favorable vote from the Executive Board shall be compiled into a list by the Secretary and placed on the Annual Ballot.

2. Those proposals to revise the Bylaws that do not receive a favorable vote from the Executive Board shall be read to the members at the Annual Meeting together with the Board's reasons for not approving them. Proposals that are not approved by the Executive Board may be placed on the Annual Ballot only if a motion to do so is approved at the Annual Meeting or at a special meeting of members by 75% or more of those members present and eligible to vote.

3. The Executive Board may, in its sole discretion, delay taking action on a proposal for as long as may be reasonably required if, in its opinion, a question exists about the legal effect of the proposal and it wishes to consult counsel concerning the same.

D. Proposals for the revision of the Bylaws that are not submitted in accordance with this Article shall not be acted upon by the Executive Board and shall not be placed on the Annual Ballot.

ARTICLE IX – ELECTIONS; VOTING

A. Election of Officers

1. The election of officers shall be the last order of business at the Annual Meeting.
2. Any member in good standing shall be eligible to vote at the meeting. Voting shall be by secret written ballot.
3. A majority vote of those members present in person and eligible to vote shall be necessary to win election.

B. Election of the Member at Large

1. Any three members in good standing may submit a nomination in writing to the President prior to the Annual Meeting naming a candidate for Member-at-Large. Such a nomination may also be submitted directly by any three members in good standing during the Annual Meeting or the Rules Committee meeting. No member shall nominate more than one Member-at-Large for election on the same Annual Ballot.
2. The Secretary shall list all nominees for Member at Large in the Annual Ballot.
3. The member receiving the most votes shall be the winner.

C. Selection of the Annual Championship dates and location

1. Any member may submit a proposal to the Rules Committee for the dates and the location of the next Annual Championship. Such proposals may be submitted in writing to the Secretary prior to the annual Rules Committee meeting. They may also be submitted directly during the Rules Committee meeting.
2. All proposed dates and locations that receive a favorable vote from a majority of members present at the Rules Committee meeting shall be compiled into a list by the Secretary and placed on the Annual Ballot.

D. Selection of the Annual Championship Site Host and Contest Director

For each proposed location that is to be placed on the Annual Ballot the Rules Committee shall also select, by a majority vote of those members present at the

committee meeting, an Annual Championship Contest Director and an Annual Championship Site Host in accordance with Article IV, above.

E. The Annual Ballot

1. The Annual Ballot shall be prepared by the Secretary after the Rules Committee has adjourned.

2. The Annual Ballot shall be used to approve or disapprove proposed Bylaws and Rule revisions, to determine the date and location of the Annual Championship for the following year, and to elect the Member-at-Large to the Executive Board.

3. The Secretary shall specify a date by which the ballots must be returned. The return date shall be set so it is not less than 20 days or more than 40 days after the ballots are mailed or e-mailed to the members.

4. The Annual Ballot shall be mailed (or e-mailed) by the Secretary to all members of the Club eligible to vote. The date of mailing shall be set so that the ballots can be received, returned and counted prior to December 31st. Completed ballots shall be signed by each member and shall be mailed to the Secretary.

5. Votes required for approval of matters on the Annual Ballot

a. Only the votes represented by those Annual Ballots which are properly returned shall be counted. Those members in good standing who are otherwise entitled to vote and have battled in one of the last two Annual Championships shall have their votes count double in respect of Bylaws and Rules revisions and the selection of the Annual Championship site and dates.

b. Bylaws revisions or Rules revisions which receive 2/3 or more favorable votes calculated in accordance with a., above, shall be adopted, and shall become effective on the January 1st immediately following. Except as provided in Article V, section D, above, the Rules may only be changed by action at the annual Rules Committee meeting and by the Annual Ballot. The Bylaws may only be changed by the action of the Executive Board and by the Annual Ballot.

c. The proposed site and dates receiving the most votes calculated in accordance with a., above, shall determine when and where the next Annual Championship shall be held.

d. The nominee for Member-at-Large receiving the most votes shall become the Member-at-Large. Notwithstanding sub-section a., above, the votes of all

members for Member-at-Large on ballots properly returned shall be counted equally. If the voting results in a tie, the President shall break it by casting one additional vote.

ARTICLE X – SANCTIONED EVENTS

A. In order for a model warship combat event to qualify as a sanctioned IRCWCC event, the following requirements must be met.

1. The event must be open to all Club members.

2. Notice of the proposed event must be provided a minimum of 30 days in advance to the Vice President and all members. Such notice may be given by mail, e-mail (addressed individually or to a list server which distributes e-mail to all members participating in a distribution list) or by posting an announcement on the Club's web site.

3. The event must be conducted in accordance with the Club's Bylaws and Rules. No "house rules" or "local rules" of any kind will be allowed at the event.

4. A Contest Director shall be designated in advance whose function shall be to perform those functions set forth for Contest Directors in the Rules of the Club.

5. All Captains must provide the Contest Director with proof of current NAMBA insurance and IRCWCC membership before battling.

B. A report in writing identifying the location and date(s) of the event, the participants, and the appropriate scoring data shall be submitted to the Vice President by the Site Host.

ARTICLE XI – RULES; COMPLIANCE

A. The Rules Committee shall adopt provisions to help promote the purposes for which the Club has been formed. When so adopted such provisions shall constitute and shall be referred to as the Rules of the Club. The Rules shall not be altered except as provided in these Bylaws. Compliance with the Rules of the Club shall be the individual obligation of each member.

B. The Executive Board may, in its sole discretion, vote to impose such sanctions as it deems appropriate (excepting fines) on any member who disregards the Bylaws or any Rule of the Club. The Executive Board may, in its sole discretion, and by unanimous vote, terminate the membership of any member at any time, with or without cause. The

sole and exclusive remedy of a member terminated without cause shall be a refund of the dues paid for the year in which the action takes place, and, if applicable, a pro rata refund of any prepaid event fee if the termination takes place before the end of the event.

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