

and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## ARTICLE XI

### Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

## ARTICLE XII

### Amendments

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this corporation; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of voting members unless such alteration, amendment, or repeal shall first have received the approval of two thirds (2/3) of the members of such class.

Suggestions for amendments to the Bylaws may be made at any general meeting of the Association membership, provided the Association members shall have been notified in writing at least five (5) days in advance that the amendments are to be considered. Copies of the proposed amendments shall be provided to all Association members as part of the notification. Suggested amendments shall be approved by no less than a two-third (2/3) majority vote of the Association members present, at the regular monthly meeting and thereafter submitted to the board for final approval.

## ARTICLE XIII

### Dissolution

13.1 The Corporation may be dissolved with the approval of a two-thirds (2/3)-majority vote of the total Association membership.

13.2 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, to the Academy of Model Aeronautics, Inc., or to such other organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to such other organization with purposes similar to the purposes of this Corporation, as the Board shall determine. Any of such assets not so disposed of