

BYLAWS OF

QUEEN ANNE'S AMATEUR RADIO CLUB, INC.

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors.

3. MEMBERSHIP:

- A. Classes of members. The Corporation shall consist of five classes of membership: regular, associate, inactive, founder, and life.
- i. Regular members. Regular members are those holding valid amateur radio licenses.
 - ii. Associate members. Associate members are those members who do not hold a valid amateur radio license.
 - iii. Inactive members. Inactive members are those members who have been placed on active military duty or who have been deemed inactive by the Board of Directors based on extenuating circumstances. Inactive membership status shall be reviewed by the Board of Directors on an annual basis.
 - iv. Founder members. Founder members are those members meeting the classification of regular members and who participated in the organization of this corporation.
 - v. Life members. Life members are those who have been regular members for at least 20 years and have made significant contributions to both the Corporation and the amateur radio service. Life members must be nominated for such membership by The Board of Directors, and confirmed by at least 2/3 of the voting members at a business meeting. The nomination shall be made at a regular Corporation business meeting and voted upon at the next Corporation business meeting.

- B. Privileges. Regular and life members shall have full privileges of membership including the right to vote, and are eligible to hold office. Associate members are not eligible to hold office or chair a committee, but have the right to vote at Corporation meetings and serve as a member of any Corporation committee.
 - C. Admission to membership. Any person who supports the goals and objectives of the Corporation may become a member by submitting a completed application for membership and paying the membership dues.
 - D. Resignations and Termination. All resignations shall be tendered to the Corporation in writing addressed to the Secretary. Any member may be expelled for cause (including misconduct) by recommendation passed by a majority of the Board of Directors at any meeting called for such purpose. Such member shall be notified of the intention of the Board to consider that member's expulsion and shall be given the opportunity of a hearing before the Board of Directors. Removal will become effective upon notification of the Member following a majority vote of the Board of Directors.
4. **MEMBERSHIP DUES:**
- A. Dues. Membership dues for regular and associate members shall be the same, and set by a majority vote of the members at the meeting at which the annual budget is submitted for approval, or at any business meeting for which at least 25 days prior notice of the proposal has been given to all

Corporation members. Dues are payable in full for one year in advance and are non refundable. Members who fail to pay their dues within 60 days shall be terminated or designated as inactive.

B. Special Rates.

- i. Student members. Regular members who are under the age of 22 years and are full time students shall pay 50 percent of the regular dues, rounded up to the nearest dollar.
- ii. Family members. Any regular or associate Corporation member's family, residing at the same address (including any/all students under 22 years of age) shall be included in the family rate. The family membership rate is one and one half times the regular member dues rounded up to the nearest dollar.

5. BOARD OF DIRECTORS:

(a) Classes: There shall be only one class of Directors.

(b) Role/Number: The business and affairs of the Corporation shall be governed by a Board of Directors which shall be composed of no more than nine (9) persons and no less than eight (8) persons. The initial Board of Directors shall consist of all twelve (12) Founder members.

(c) Timing of Election/Vacancies: At each annual meeting, the Directors to serve for the ensuing year shall be elected by the existing Directors. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors.

(d) Term: Each Director shall hold office for a term of two years or until a successor is duly elected. The initial Board members shall be divided into two approximately equal groups, one-half (1/2) of the members to serve for an initial term of one (1) year and one-half (1/2) to serve for an initial term of two (2) years. No person shall serve more than two (2) consecutive full terms on the Board of Directors. Persons serving an initial term of less than two (2) years may serve for two (2) additional full two year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year.

(e) Removal: A director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings of the Board of Directors.

(f) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

6. ELECTED OFFICERS OF THE BOARD OF DIRECTORS

(a) Election/Vacancies: The officers shall consist of President, Vice-President, Secretary and Treasurer and such additional vice presidents or assistant secretaries or

assistant treasurers as the Board may from time to time appoint. The officers shall be elected by the Board of Directors, from among the members of Board, at the first meeting of the Directors following the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of his/her predecessor. These officers shall appoint the remaining officer, the License-Trustee.

(b) Term: Officers shall serve a term of two (2) years and until their successors are elected, or until they are removed for cause.

(c) Removal: An officer may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum

(d) Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

(e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board as stated as follows:

(1) The President shall preside at and conduct all meetings of the Board of Directors and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board, serve as the representative of the Corporation in meetings and discussions with

other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

(2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President.

(3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation.

(4) The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the recondition of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports. The Treasurer shall serve as Chairperson of the Finance Committee.

(5) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

7. MEETINGS:

Membership Meetings

A. Regular business meetings shall be held at least once a month.

B. The normal time and place for each meeting shall be determined by the Board of Directors and approved by a simple majority of the members voting at that meeting. Any proposed changes to the regular business meeting schedule must be presented and tabled until the next business meeting.

C. Two levels of quorum shall exist:

1. In order to hold a membership meeting, and carry out minor business, (See Article VI section D. for definition of minor and major business) a quorum of one third of the average number of members attending the six most recent business meetings must be present.

2. In order to conduct major business, a quorum of at least 75% of the average number of members attending the last six most recent business meetings must be present.

D. Major business shall be defined as business dealing with monetary requests over \$1,000, changes to the bylaws, elections, special elections, impeachment, or any motion that requires tabling until the next meeting. Minor business shall be defined as all other business, not specified under Major business.

E. Business meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, Revised. A motion may be made to suspend the formal use of Roberts Rules in order to conduct the remainder of the meeting in a more informal manner. This motion must have a unanimous vote of the members present. Upon any objection during the course of the meeting, Robert's Rules will be reinstated for the remainder of the meeting. The President can decide if he or she chooses to appoint an official Parliamentarian. If appointed the Parliamentarian must abide by the rules of order presented in Robert's Rules regarding his or her ability to make motions and vote on issues.

Board Meetings

(a) Annual Meeting: The Annual Meeting of the Corporation shall be held at such date and time as is determined by the Board of Directors.

(b) Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

(c) Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings; Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting.

(e) At meetings of the Board of Directors, a quorum shall consist of fifty percent (50%) of the Directors then serving, present in person.

(f) Voting: Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-third of the Directors then serving. Each Director shall have one vote. Members of the Board may vote only in person; there shall be no proxy voting.

8. **COMMITTEES:** The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Corporation. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

(a) Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

(b) Board Development Committee. The Board Development Committee shall be appointed by the President and approved by the Board of Directors. The Board Development Committee shall consist of at least two (2) members of the Board of Directors, one of whom shall serve as Chairperson of the committee. The Board Development Committee shall be responsible for nominating persons to serve as Directors. No person shall serve on the Board Development Committee for more than three (3) consecutive years.

(c) Standing Committees. The President may establish such standing committees as the President determines are appropriate for the conduct of the business of the corporation. Each committee shall include at least two members of the Board of

Directors and may include persons who are not members of the Board of Directors.

Members of the Standing Committees shall be appointed by the President.

(d) Special Committees. The President of the Corporation or the Board of Directors may establish such special committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees established by the board of Directors shall be named by the Board of Directors. The members of special committees established by the President shall be named by the President.

9. **DUALITY OF INTEREST:** Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contact, transaction or determination. Such person may not be counted

in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

10. **INDEMNIFICATION:** The Corporation shall indemnify its directors and officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

11. **EXONERATION:** To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986) or the corresponding provisions of any future United States Internal Revenue Law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the

benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

12. **INSURANCE:** The Corporation shall have the power to purchase and maintain Director and Officers insurance, and General Liability insurance on behalf of any person who is or was a director, officer, or agent of the Corporation, or who, while a director, officer, or agent of the Corporation is or was serving any of the entity at the request of the Corporation, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of the Article. The Corporation shall have the power to purchase and maintain property insurance and other to cover other perils deemed necessary by the Board of Directors.

13. **MISCELLANEOUS PROVISIONS:** Except to the extent prohibited by law, the indemnification provided in Section 10, above, shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles of Incorporation, any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, or agent of the Corporation and shall enure to the benefit of the heirs, executors, administrators of such person

14. **COMPENSATION:** The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as board members or officers. Directors, officers, and members may be reimbursed for all expenses reasonably incurred on behalf of the corporation.

15. **INSPECTION OF CORPORATE RECORDS:** These bylaws, the roster of Directors, the books of accounts and the minutes or proceedings of the Board of Directors and of the Committees shall be open to inspection no later than 10 ten days after receipt of a written request, addressed to the President or the Secretary of the Corporation by a Member of the Corporation for any purpose reasonably related to his/her interests as a Member. Such records shall be made available for the same purpose at any Board of Directors meeting when requested by at least three (3) members of the Board of Directors. Inspection may be made in person or by an authorized agent or attorney and inspection includes the right to make extracts at the Member's expense.

16. **SIGNATURE AUTHORITY:** All checks, notes, acceptances, and orders for payment of money shall be signed by any two of the President, Vice President, or Treasurer, or other agents of the Corporation designated by the Board of Directors. All contracts, leases and deeds of any kind shall be signed by the President, Vice President or any other agent of the Corporation designated by the Board of Directors.

17. **FISCAL YEAR:** The fiscal year of the Corporation shall be from January 1st to December 31st.

18. **ACTION WITHOUT MEETING:** Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

19. **AMENDMENTS:** These bylaws may be amended by a simple majority vote of the Board of Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

20. **NON-DISCRIMINATION:** The Corporation shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual or affectional preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

21. **SEAL:** The Seal of the Corporation shall be circular in form with the words "Queen Anne's Amateur Radio Club"

22. ASSETS

SECTION 1 – Introduction

Permanent donations to the Corporation of useful private property are accepted and encouraged. This procedure is designed to address the handling of equipment or other assets donated to the Corporation by members or others. All assets donated become property of the Corporation and belong to the Corporation membership at large. It is important that strict guidelines be followed in the accepting, recording and distribution of any Corporation property.

SECTION 2 – Assignment of Responsibility

The Corporation's Board of Directors will have primary responsibility for assuring that this procedure is being followed in every case involving the transfer of equipment to the Corporation. They will also be responsible for the custody of all donated equipment however, they can make any storage arrangements that they believe appropriate.

SECTION 3 – Accepting Donated Equipment

Any donation to the Corporation must be promptly acknowledged by a letter sent to the donor and signed by a trustee or any officer. A copy of this letter must be sent to the President, Secretary, and Treasurer.

SECTION 4 – Control and Reporting Requirements

The Secretary will maintain a record indicating the type of equipment, serial number, a general statement of condition, and a “record book value” if applicable. Any item judged by the Board of Directors to have a value of \$100 or over must be assigned a “record book value” dollar amount. The President or his designee must formally announce the acquisition of any donated equipment at the next regular meeting following the actual date of the donation.

SECTION 5 – Distribution of Corporation Assets

The Board of Directors and Officers must jointly approve any action to make any Corporation asset available to the membership through auction, sealed bidding, or placement on the Corporation table for resale. Once the distribution method is agreed upon, the “record book value” will be used as the “minimum dollar amount” accepted for bid. Any item to be made available under the above approved distribution method must be formally announced to the Corporation membership in advance and with written notice at least thirty (30) days prior of any “for sale” auction.

SECTION 6 – Radio Systems

All Corporation radio systems shall have a valid FCC license that is registered in the name of the Corporation. The trustee for the Corporation license shall be an individual or meritorious life member. Trustees who become ineligible Corporation members have

thirty (30) days to transfer the trusteeship to another individual or meritorious life member. This includes responsibility for communicating with the FCC to transfer the name of the trustee.

The trustee for the Corporation license shall be legally responsible for compliance with FCC regulations and proper upkeep of the equipment.

The trustee for the Corporation license shall be responsible for the accuracy and the availability of the Amateur Radio system documentation.

New Corporation Amateur Radio systems will not be permitted to pose significant degradation to the performance of existing Corporation Amateur Radio systems.

Corporation Radio system frequencies shall be coordinated with the Amateur Radio Relay League (ARRL) recognized frequency coordination organizations.

23. **DISSOLUTION:** The Corporation may be dissolved by a two-thirds vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. In the event of dissolution, the Board of Directors shall dispose of all of the net assets of the

Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board of Directors this ___ day of _____ 2010

President Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

Secretary Dated