

ANNE ARUNDEL RADIO CLUB, INC

CONSTITUTION AND BY-LAWS

Original version approve October 6, 2005

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ARTICLE I

Office Purposes

SECTION 1. *Principal Office.* The principal office of the Corporation shall be in Anne Arundel County, Maryland.

SECTION 2. *Other Offices.* The Corporation may also have an office or offices in such other place or places as the business of the Corporation may require and the Board of Directors may from time to time appoint.

SECTION 3. *Purposes.* The purposes for which the Corporation is formed are as follows: To promote the pleasure and benefits of amateur radio, develop individual knowledge and proficiency in amateur radio operation, promote amateur radio operation in the general community, and facilitate emergency and public service communication, with the rules and regulations established by the Federal Communications Commission (FCC). Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II

Members

SECTION 1. *Number of Members.* There shall be no restriction upon the number of Members who may belong to the Corporation: provided however, that in order to fulfill the Corporation's mission at least fifty-one percent (51%) of the membership at any time shall be persons who are licensed by the FCC as amateur radio operators.

SECTION 2. *Qualifications.* Membership in the Corporation shall be open to individuals having a particular interest in the support of the purposes of the Corporation and shall be open to all persons regardless of race, sex, creed, national origin, or physical or mental disabilities.

SECTION 3. *Application.* All applications for membership shall be made in writing to the Corporation, with appropriate dues. The application constitutes an agreement on the part of the applicant, if elected, to adhere to all By-Laws, rules and regulations of the Corporation. The application for membership in the Club shall include waiver of liability that must be read and signed by each adult member and signed by a parent or guardian for each minor member. The admission of an applicant to membership shall require the approval of a majority of the Board of Directors and a majority of the Members present at any subsequent scheduled meeting.

SECTION 4. *Dues.* The Board of Directors shall adopt a comprehensive plan or schedule of membership dues that will provide revenues for the Corporation in a fair and equitable manner from each of the members. Such a plan or schedule may be changed from time to time pursuant to a resolution of the Board of Directors to reflect the needs of the Corporation. Unless otherwise provided in these By-Laws, payment of dues within 60 days of the date provided in the plan or schedule of membership dues will entitle a Member to all the rights, privileges and benefits provided under the Articles of Incorporation, these By-Laws, and the rules and policies of the Corporation. Failure to pay dues within this time period will automatically suspend the rights, privileges and benefits of a Member and change the status of the membership to inactive, until payment of the amount provided in the plan or schedule of membership dues.

SECTION 5. *Rights and Privileges.* To the extent provided herein, each member in good standing shall have the right to vote and hold office. Use of the Corporation's facilities and equipment shall be made available to Members under policies established by the Board of Directors. In those instances where the use of facilities and equipment requires an FCC license, such use will be permitted to those with appropriate FCC licenses and to unlicensed Members in properly supervised training sessions.

SECTION 6. *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.

SECTION 7. *Annual Meeting, Regular Business Meetings.* The annual meeting of the Members of the Corporation shall be held on the first Thursday in December, at a time to be designated by the Board of Directors, for the purpose of electing Officers and Directors to succeed the current Officers and Directors, whose terms shall have expired at the end of the fiscal year, and for the transaction of such other corporate business as may come before the meeting. Regular business meetings shall be held on the first Thursday of each month and are open to the public.

SECTION 8. *Special Meetings.* Special meetings of the Members may be called at any time for any purpose or purposes by the President, Vice President, or by a majority of the Board of Directors, and shall be called forthwith by the President, Vice President, the Secretary or any Director of the Corporation upon the request in writing of a majority of all the Members entitled to vote on the business to be transacted at such meeting. Such requests shall state the purpose or purposes of the meeting. Special meetings shall be open to the public.

SECTION 9. *Place of Holding Meetings.* All meetings of Members shall be held at such place as designated from time to time by the Board of Directors.

SECTION 10. *Notice of Meetings.* Written notice of each meeting of the Members shall be transmitted electronically via the Internet or by telecopier, or mailed, postage prepaid, by the Secretary to each member of record entitled to vote thereat at his or her email address, fax number, or post office address,

as it appears upon the books of the Corporation, at least (10) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in case of any special meeting, shall state briefly the purpose or purposes thereof.

SECTION 11. *Quorum.* The presence in person of twenty Members of the Corporation shall constitute a quorum at all meetings of the membership of the Corporation except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. Members of the Corporation may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in the person at the meeting. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Members present, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 12. *Conduct of Meetings.* Meetings of Members shall be chaired by the President or, if the President is not present, by the Vice President, or, if none of said Officers is present, by a chairman to be elected at the meeting. The Secretary shall act as secretary of such meetings, in the absence of the Secretary, the presiding Officer may appoint a person to act as secretary of the meeting.

SECTION 13. *Voting.* At meetings of Members every member entitled to vote thereat shall have one (1) vote. Such vote must be cast in person, and the vote of a person participating by teleconference shall be deemed cast in person. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these By-Laws.

If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the Members entitled to vote on such election or matter. In either of such events, the ballots (including any ballot submitted by teleconference) shall be received and be taken in charge and all questions touching the qualification of voters and the acceptance or rejections of votes shall be decided by the vote-counters. Such vote-counters shall be appointed by the chairman of said meeting.

ARTICLE III

Board of Directors

SECTION 1. *General Powers.* The property and business of the Corporation shall be managed under the direction of the Board of Directors.

SECTION 2. *Number and Term of Office.* The number of Directors shall be seven (7) or such other number as may be designated from time to time by resolution of a majority of the entire Board of Directors and shall include the following officers: President, Vice President, Secretary and Treasurer. The directors shall server for a period of one (1) year, which begins following the end of the fiscal year.

At each annual meeting, the successor Directors shall be elected to hold office for a term of one (1) year.

SECTION 3. *Nomination and Election of Directors.* By no later than the last Thursday in October of every year, the Nominating Committee shall present a slate of proposed Officers and At-Large Directors to the Board of Directors, and shall present such slate to the membership at the November business meeting and through the Corporation's newsletter. Additional nominations may be made by Members at the November business meeting. Nominations will be closed at the end of the November business meeting. The November newsletter shall be distributed to Members after the November business meeting, and no later than November 15. The President shall notify all Members not less than ten (10) days before the Annual Meeting for the names of the candidates, the date, time and location of the meeting. Voting shall be by ballot when there are two (2) or more candidates for President, Vice President, Secretary or Treasurer or when there are more candidates for At-Large Directors than open positions. An open vote may be taken for any candidate who is unopposed. Newly elected Board Members shall take office on January 1.

SECTION 4. *Filling of Vacancies.* In case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his or her successor, or until he or she shall be removed, prior thereto, by an affirmative vote of a majority of the Members entitled to vote at any special meeting of Members called for that purpose.

Similarly and in the event of the number of Directors being increased as provided in these By-Laws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the end of the fiscal year.

On recommendation by a majority of the Board of Directors, any Director may be removed from office for misconduct, violation of his or her trust, or any other just cause, upon the affirmative vote of a majority of the Members entitled to vote at any special meeting of Members called for the purpose. A director who fails to attend three consecutive Board meetings without good cause, as determined by a majority of the remaining Board members, shall be deemed to have resigned from the Board.

SECTION 5. *Place of Meeting.* The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by, written consent of all the directors. The Board of Directors may hold its meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporate law.

SECTION 6. *Regular Meetings.* Regular meetings of the Board of Directors shall be held monthly at a time and place specified by the President and published in the Corporation's newsletter. Any business may be transacted at any regular meeting of the Board. Except of any portions of a meeting designated

by majority vote of the Board as executive sessions, meetings of the Board of Directors shall be open to the general membership and the public.

A motion to go into executive session shall state the nature of the business of the executive session, and no other matter may be considered in the executive session. Attendance in an executive session shall be limited to the Board and, when requested, the Corporation's staff, its legal counsel, and any persons who are subject of the discussion or whose knowledge is needed. The Board shall not hold an executive session except to consider a disciplinary or dismissal action against a member.

SECTION 7. *Special Meetings.* Special meetings of the Board of Directors shall be held whenever called by the President. The Secretary shall give notice of each special meeting of the Board of Directors at least three (3) days prior to the meeting to each Director, but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. Any action taken as a result of an Emergency Meeting must be agreed to unanimously by the Board Members present.

SECTION 8. *Quorum.* A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by, law or by the Articles of Incorporation or by these By-Laws. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in the person at the meeting.

SECTION 9. *Required Vote.* An affirmative vote of a majority of those present shall be necessary for the passage of any resolution or other action. Final decisions on matters of interest to the general membership, as determined by a majority of the Board, shall not be made during board meetings but shall be referred to the general membership for approval at the next regular business meeting of the membership. The board may make final decisions on any matters which require action before the next regular business meeting of the membership.

SECTION 10. *Nominating Committee.* No later than September 1 of each year, the Board of Directors shall elect a Nominating Committee consisting of now fewer than three (3) Members.

SECTION 11. *Committees and Divisions.* The President shall appoint and the Board of Directors shall ratify committees and divisions for the purpose of performing and meeting the Corporation's mission. Participation on committees and in divisions shall be open to all Members. Notice of all meetings will be made in accordance with the By-Laws. The Board of Directors, under Article V herein, may authorize a committee or division to establish a separate bank account to fulfill its mission. Committee and division meetings shall be open to the Members and to the public.

ARTICLE IV

Officers

SECTION 1. *Election, Tenure.* The Officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer. The Officers shall be elected at the annual meeting of the Members. The Officers and three At-Large Directors shall comprise the Board of Directors. When Members elect a President at an annual meeting to a nonconsecutive term as President, the immediate past President may, at his or her discretion, serve as one of the three At-Large Directors for a term of one (1) year.

In the event that any office, other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

SECTION 2. *Powers and Duties of the President.* The President shall preside over all meetings of the membership and act as the Chairman of the Board of Directors. The President shall decide all questions of order, sign all official documents of the Corporation, be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties.

The President shall be ex-officio member of all the standing committees. The President shall, either directly or through appointed committees, maintain the Corporation's accreditation as an ARRL Special Service Club. The President shall be responsible for reporting of the Corporation's activities to the local media and/or ARRL, in order to enhance public knowledge regarding amateur radio and the Corporation's participation at local and national levels.

SECTION 3. *Powers and Duties of the Vice President.* In case of the absence or disability of the President, the duties of that office shall be performed by the Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

SECTION 4. *Secretary.* The Secretary shall give, or cause to be given, notice of all meetings of Members and directors and all other notices required by law or by these By-Laws. The Secretary shall record all the proceedings of the meetings of the Members and of the directors, keep records of the attendance at Board meetings, maintain and distribute a current roster of all Members, carry on all Corporation correspondence, and read Corporation-related communications to those present at meetings of the Board or membership. The Secretary shall be responsible for updating the By-Laws of the Corporation to incorporate amendments, revisions, or changes; shall distribute copies of amended, revised, or changed By-Laws to the membership within sixty (60) days of the amendment, revision, or change, and shall have the By-Laws and Article of Incorporation in his or her possession at all meetings. The Secretary shall perform such other duties as may be assigned to him or her by the Directors or the President.

SECTION 5. *Treasurer.* The Treasurer shall have custody of all the funds and securities of the Corporations, and shall keep full and accurate accounts of the receipts and disbursements in the books belonging to the Corporation. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. At the close of each quarter of the calendar year, the Treasurer shall prepare an itemized statement of disbursements, receipts and balances, which shall be posted promptly and conspicuously at the site of the Corporation's business meeting. The Treasurer shall maintain a list of all Corporation property and its value, which shall be included in statements of the Corporation's net worth.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his or her possession or under his or her control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

SECTION 6. *Budget.* The Board of Directors shall present at the September business meeting, for approval at the October business meeting, a proposed operating budgeted for the following year. The Board of Directors will ensure that the Corporation is operated within fifteen percent (15%) of the approved budget and not at a deficit during any fiscal year, unless otherwise approved by a vote of the membership.

ARTICLE V

Bank Accounts

SECTION 1. *Bank Accounts.* Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit and funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Director and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents, and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature

of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or Assistant Treasurer of the Corporation.

ARTICLE VI

Miscellaneous Provisions

SECTION 1. *Fiscal Year.* The fiscal year of the Corporation shall end on the last day of December.

SECTION 2. *Notices.* Whenever, under the provisions of these By-Laws, notice is required to be given to any Directors, Officer or Member it shall not be construed to mean personal notice, but such notice shall be given in writing, and may be transmitted electronically via the Internet, by telecopier, or by mail, by depositing the same in a post office or letter box, addressed to each Member, Officer or Director at his or her email address, fax number, or such address as appears on the books of the Corporation, or in default of any other address, to such Director, Officer or Member at her or her general post office, and such notice shall be deemed to be given at the time the same shall be thus mailed or electronically transmitted. Any Member, Director or Officer may waive any notice required to be give under these By-Laws.

SECTION 3. *Conflict of Interest.* In the event any Officer or Director of the Corporation is or may be an officer, director or stockholder, employee, or have a financial interest in a corporation or other organization with which this Corporation shall enter into a contract or other transaction; of shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, he or she shall fully disclose such interest to the Board of Directors. After revealing any such interest, such Director shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership, or individual shall be affected by the fact that the Director of this Corporation is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on arm's length basis and is fair and reasonable to the Corporation.

SECTION 4, *Robert's Rules of Order.* Unless otherwise provided for in the Articles of Incorporation or these By-Laws, the most current version of *Robert's Rules of Order* shall govern proceedings of the Corporation.

ARTICLE VII

Amendments

SECTION 1. *Amendment of Articles of Incorporation.* The Articles of Incorporation may be amended by a two-thirds majority of the voting membership present at a meeting held for the purpose of considering such amendment, provided that all Members have been furnished the proposed amendments and written notice of the date, time and location of the meeting at least thirty (30) days in advance of the meeting.

SECTION 2. *Amendment of By-Laws.* The By-Laws may be amended by a majority of the voting membership present at a meeting held for the purpose of considering such amendment, provided that all Members have been furnished the proposed amendments and written notice of the date, time and location of the meeting at least (30) days in advance of the meeting.

SECTION 3. *Proposals for Amendments.* Proposals for amendments to the Articles of Incorporation or these By-Laws may be made by any Member and shall be submitted in writing to the President or Vice President. Proposals must be specific and complete and must identify the language to be changed and the proposed amending language. Within thirty (30) days of receipt, the President shall send proposals for amendments that have been properly prepared to the Members as provided in Sections 1 and 2 above.

ARTICLE VIII

Indemnification

SECTION 1. *Definitions.* As used in this Article VIII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers.* The Corporation shall indemnify and advance expenses to a Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section under state law.