

Orange County Amateur Radio Club Inc.
Bylaws

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18 ADOPTION OF BYLAWS

(revised 1-26-96)

Orange County Amateur Radio Club Inc. *Bylaws*

ARTICLE 1: Offices

SECTION 1: Principal Office

The principle office of the Corporation is located in Orange County, State of New York.

SECTION 2: Change of Address

The designation of the county or state of the Corporation's principle office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 19____

_____ Dated: _____, 19____

_____ Dated: _____, 19____

_____ Dated: _____, 19____

_____ Dated: _____, 19____

SECTION 3: Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2: Non-profit Purposes

SECTION 1: IRC Section 501(c)(3) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2: Specific Objectives and Purposes

The specific objectives and purposes of this Corporation shall be: An all-volunteer membership club focused primarily on educational and public service aspects of the Amateur Radio Service. Through lectures, formal Amateur Radio classes, and American Radio Relay League-coordinated FCC exam sessions, ham radio is taught to both hams wishing to advance to higher levels of FCC license class and non-hams wishing to obtain an entry-level licenses. In strict accordance with Amateur Radio Service regulations, public service communications may be provided to the community and to non-profit agencies, e.g., Civil Defense drills, actual disasters, parades, marathons, etc.

Orange County Amateur Radio Club Inc. *Bylaws*

ARTICLE 3: Directors

SECTION 1: Number

The Corporation shall have an odd number of Directors and be limited to a total of nine, and collectively they shall be known as the Board of Directors.

SECTION 2: Qualifications

Directors shall be at the age of majority in this state, and must be Active Members or Life Members.

SECTION 3: Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4: Duties

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
- (c) Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5: Term of Office

Each Director shall hold office from election, normally in March, for a period of three (3) consecutive years until he/she is re-elected, resigns or is otherwise unable or ineligible to serve.

Orange County Amateur Radio Club Inc. Bylaws

SECTION 6: Compensation

Directors shall serve without regular compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7: Place of Meetings

Meetings shall be held at the principal office of the Corporation or at such other place as may be designated by the Board of Directors.

SECTION 8: Regular Meetings

A regular meeting of the Board of Directors shall be held at least once a year at the location and date as specified by the Board and announced at a regular Membership Meeting at least one month in advance of the Board meeting.

SECTION 9: Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, by any two Directors or by any persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or at the place designated by the person or persons calling the special meeting.

SECTION 10: Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) *Regular Meetings.* Notice shall be given before the end of the calendar year as to the tentative dates and locations of these two meetings.
- (b) *Special Meetings.* The Secretary of the Corporation shall notify each Director, at least one week prior to a special Board Meeting, of the time, location and proposed agenda for that Meeting. Such notice may be in oral or written form, and may be given personally, by first-class mail, or by electronic means. In the case of electronic notification, Directors shall acknowledge personal receipt by appropriate means within twenty-four (24) hours of the original communication.
- (c) *Waiver of Notice.* Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a written waiver of notice signed by the Director, whether before or after the time of the Meeting, shall be equivalent to the giving of such Notice.

Orange County Amateur Radio Club Inc. *Bylaws*

SECTION 11: Quorum for Meetings

A quorum shall consist of twenty-five (25) per-cent of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present.

SECTION 12: Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13: Conduct of Meetings

The Board as a quorum shall conduct all meetings of the Board of Directors.

The Secretary of the Corporation shall act as Secretary of all Board Meetings. In his or her absence, the Board shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 14: Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly-elected Director or Directors in charge of its affairs, except upon written notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of the majority of Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next Election of the Board of Directors or until his or her death, resignation or removal from office.

Orange County Amateur Radio Club Inc. *Bylaws*

SECTION 15: Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 16: Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of New York State.

SECTION 17: Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4: Officers

SECTION 1: Designation of Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have a Chairperson of the Board, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and any other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2: Qualifications

Any Active Member or Life Member may serve as Officer of this Corporation.

SECTION 3: Election and Term of Office

Nomination of Officers will take place at the regular February Meeting.

Voting and Election shall take place at the regular March Meeting. Officers shall be elected by the voting Membership.

Each Officer shall normally hold office from that Election through the following Election unless he (or she) resigns or is otherwise unable or disqualified to serve.

Orange County Amateur Radio Club Inc. Bylaws

SECTION 4: Removal and Resignation

Any Officer may be removed, with or without cause, by the Board of Directors and voting Membership, if any, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors and voting Membership, if any, relating to the employment of any Officer of the Corporation.

SECTION 5: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board desires.

SECTION 6: Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this Corporation has members, at all meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7: Duties of Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

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SECTION 8: Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the Corporation, the original, or a copy, of these Bylaws, as amended or otherwise altered to date;

Keep at the principal office of the Corporation, or at such other place as the Board may determine, a book of the Minutes of all Meetings of the Directors, and, if applicable, meetings of Committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

Be custodian of the records and of the Seal of the Corporation, and affix the Seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;

Keep at the principal office of the Corporation a Membership Book containing the following for each Member: name, address, status and, if terminated, the date of and reason for termination of Membership;

Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the Membership Book, and the Minutes of the proceedings of the Directors of the Corporation;

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9: Duties of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall maintain a cash fund of no more than \$100 for authorized purchases and reimbursements;

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors and voting Membership, if any, taking proper vouchers for such disbursements;

(continued)

(Duties of Treasurer ... continued)

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor;

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10: Compensation

Officers shall serve without regular compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 5: Committees

SECTION 1: Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of at least two Board members and may delegate to such Committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its Members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease (but not below two) the number of members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the Corporate records, and report the same to the Board from time to time as the Board may require.

Orange County Amateur Radio Club Inc. *Bylaws*

SECTION 2: Other Committees

The Corporation shall have such other Committees as may from time to time be designated by resolution of the Board of Directors. These Committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

SECTION 3: Meetings and Action of Committees

Meetings and action of Committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the Committee and its members for the Board of Directors and its Members, except that the time for regular and special meetings of Committees may be fixed by resolution of the Board of Directors or by the Committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

A Committee Chair shall advise the Membership, on a regular basis, of his/her project's status; and shall immediately notify the President (or a Board Member) in the case of difficulties beyond his/her control.

ARTICLE 6: Execution of Instruments, Deposits and Funds

SECTION 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, Member or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

SECTION 3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Orange County Amateur Radio Club Inc. *Bylaws*

SECTION 4: Gifts

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise not otherwise prohibited by FCC regulations, for the non-profit purposes of this Corporation.

ARTICLE 7: Corporate Records, Reports and Seal

SECTION 1: Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of Directors, Committees of the Board and, if this Corporation has members, of all meetings of Members, indicating the time and place of holding such Meetings, whether regular or special, how called, the notice given, names of those present, and proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its Members, if any, indicating their names and addresses, and, if applicable, the class of membership held by each Member and the termination date of any membership;
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during scheduled Club meetings after making prior arrangements with the Secretary at least two weeks in advance.

SECTION 2: Corporate Seal

The Board of Directors may adopt, use, and at will alter, a Corporate Seal. Such Seal shall be kept at the principal office of the Corporation. Failure to affix the Seal to Corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3: Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of any kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4: Members' Inspection Rights

If this Corporation has any members, then each and every Member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

(continued)

Orange County Amateur Radio Club Inc. Bylaws

(Members' Inspection Rights ... continued)

- (a) To inspect and copy the record of all Members' names, addresses and voting rights, at reasonable times upon written demand on the Secretary of the Corporation, which Demand shall state the purpose for which the inspection rights are requested;
- (b) To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled;
- (c) To inspect at any reasonable time the books, records or minutes of proceedings of the Members or of the Board or Committees of the Board, upon written demand on the Secretary of the Corporation by the Member, for a purpose reasonably related to such person's interests as a Member.

Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5: Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

SECTION 6: Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8: IRC 501(c)(3) Tax-Exemption Provisions

SECTION 1: Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

continued

(Limitations on Activities ... continued)

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2: Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Directors or Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for extraordinary services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

SECTION 3: Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4: Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation: (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9: Amendment of Bylaws

SECTION 1: Amendment

Subject to the power of the Members, if any, of this Corporation to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted subject to approval of the Board of Directors with a 3/4 majority of the full Board.

Orange County Amateur Radio Club Inc. Bylaws

ARTICLE 10: Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a Section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future Federal tax code.

All references in these Bylaws to "Board" shall indicate the duly-constituted Corporate governing body as defined heretofore.

All references in these Bylaws to "Director" or "Directors" shall indicate the legally qualified members of the governing Board of Directors.

All references in these Bylaws to "Member" or "Members" shall indicate individuals who freely and voluntarily participate in Corporate activities including, but not limited to, Club meetings and events.

(last three sentences added 10/28/95 -mjs)

Membership Provisions
of the
Orange County Amateur Radio Club Inc.

ARTICLE 11: Members

SECTION 1: Qualifications

The only qualification for Membership in this Corporation is an interest in Amateur Radio.

SECTION 2: Classifications

In addition to the Board of Directors, Officers and Trustees, the Corporation shall offer four distinct Membership classes. No Member shall hold multiple classes except as expressly provided in or authorized by the Articles of Incorporation, Bylaws or provisions of law.

- (a) *Regular Member.* Current holder of any valid Amateur license. This class of membership is entitled to all Corporate privileges, including voting, and is eligible to seek and hold office. Dues are required.
- (b) *Associate Member.* Unlicensed individual supporter. This class of membership may participate to the extent of FCC regulations (as amended), but may not vote nor hold office. Dues are encouraged.
- (c) *Honorary Member.* An individual, group of individuals, association, corporation or other entity interested in the development of Amateur Radio may be chosen by a two-thirds majority of voting Members at a scheduled meeting. Honorees are encouraged to attend meetings, but have no vote and are exempt from dues.
- (d) *Life Member.* Any Regular Member who has provided exceptional service to Amateur Radio and the Club for a minimum of three years may be elected to Life Membership by a two-thirds majority vote of the Board of Directors and voting Members at a scheduled meeting. Provided that: An announcement of the candidacy appears in the Club newsletter at least one month in advance of the election meeting. Life Members are entitled to all Corporate privileges, and are exempt from dues.

SECTION 3: Admission

Applicants shall submit a completed Orange County Amateur Radio Club Inc. Membership Application Form to the Secretary along with the required fee. Membership shall be granted after review and approval of the Board of Directors.

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SECTION 4: Fees and Dues

- (a) Application fee for membership in the Corporation shall be \$0.00
- (b) Annual Corporate membership dues shall be \$12.00 (*effective: January 2003*)

SECTION 5: Number of Members

There is no limit on the size of Corporate membership. Existing Members are encouraged to recruit prospective Members.

SECTION 6: Membership Book

The Corporation shall maintain a Membership Book containing the following information: name, address, callsign (if any), membership status, and Packet/INTERNET addresses (if applicable). Membership termination dates shall also be recorded. This Book shall be kept at the Corporation's principal office.

SECTION 7: Nonliability

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 8: Nontransferability

No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon the Member's death or termination of Membership.

SECTION 9: Termination of Membership

An individual's membership in the Corporation may be terminated by:

- (a) Revocation or non-renewal of FCC Amateur License; or
- (b) While participating in any activity in an inebriated or irresponsible manner that jeopardizes the safety or reputation of the Orange County Amateur Radio Club Inc., its membership, property or tax-exempt status; or
- (c) Failure to follow procedure set forth by the Board of Directors; or
- (d) Failure to abide by the Corporate Bylaws, as amended; or
- (e) Acceptance of illegal gratuities while serving as a Volunteer Examiner; or
- (f) Voluntary resignation, in writing, delivered to the President or Secretary personally or by mail. Termination is effective upon personal delivery or date of deposit in the mail; or
- (g) Failing to renew membership by payment of dues in a timely manner (within thirty days after receiving, from the Secretary, a written notice of delinquency); or

(continued)

(Termination of Membership ... continued)

- (h) After providing the Member with a reasonable written notice and an opportunity to respond orally or in writing, upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of a Member in the Corporation shall cease on termination of Membership as herein provided.

ARTICLE 12: Meetings of Members

SECTION 1: Place of Meetings

Meetings of Members shall be held at the principal office of the Corporation, or at such other place or places as may be designated from time to time by resolution of the Board of Directors and voting Membership, if any.

SECTION 2: Regular Meetings

Regularly-scheduled meetings of the Members shall be normally be held on the last Friday of every month except July and August.

A Meeting of Members in February is for the purpose of nominating Directors, Officers and transacting other business as may come before the meeting. Those nominees shall then stand for election at the March Meeting per provisions of Article 12, Section 7 *(as amended.)*

SECTION 3: Special Meetings of Members

Special Meetings of the Members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the Corporation or, if different, by the person(s) specifically authorized under the laws of this state to call special meetings of the Members.

SECTION 4: Notice of Special Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the Special Meeting and the purpose or purposes for which this meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of this meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the person(s) calling the Meeting, to each Member entitled to vote at such Meeting.

(continued)

(Notice of Meetings ... continued)

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his or her address as it appears on the Corporation's records, with postage prepaid. Personal notification includes notification by telephone or facsimile machine, provided however, in the case of facsimile notification, the Member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

The notice of any Meeting of Members at which Directors are to be elected shall also state the names of all nominees or candidates for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any Member of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice - in writing - signed by the Member, whether before or after the time of the Meeting, shall be equivalent to the giving of such notice.

SECTION 5: Quorum for Meetings

A quorum shall consist of 25% of the voting Members, if any, and 25% of the Board of Directors of the Corporation.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such Meeting is a motion to adjourn.

SECTION 6: Majority Action as Membership Action

Every act or decision done or made by a majority of voting Members present in person, or by written proxy, at a duly-held Meeting at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7: Voting Rights

Each voting Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly-held Meetings for all routine matters shall be by voice vote. Election of Directors and Officers, however, shall be by paper ballot by those Members attending that Meeting, and by absentee ballot by those unable to attend that Meeting.

SECTION 8: Conduct of Meetings

The Corporation President shall preside over Meetings of Members. In his or her absence, succession shall be: the Vice-President, Treasurer, Secretary, or a Chairperson chosen by a majority of voting Members present. The Corporate Secretary shall act as Secretary of all Meetings of Members; in his or her absence, the presiding Officer shall appoint a substitute.

Meetings shall be governed by Robert's Rules, as may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ADOPTION of BYLAWS

We, the undersigned Directors or Incorporators of the Corporation consent to, and hereby do, adopt the foregoing Bylaws, consisting of seventeen preceding pages, as the Bylaws of this Corporation, subject to approval by the Corporation's general Membership.

Dated: _____

_____	Bruce G. Baccaro	Director
_____	Inge Beckenbach	Director
_____	Andrew Maroney	Director
_____	Philip R. Mollica, Jr.	Director
_____	Ed Moskowitz	Director
_____	Saul Rozinsky	Director
_____	Steve Schumm	Director
_____	Michael Shovan	Director
_____	Ron Torpey	Director

Record of Revisions:	1/	28 October 1995
	2/	21 January 1996
	3/	31 January 1999
	4/	01 January 2003
	5/	27 February 2004
	6/	09 February 2007
	7/	19 March 2007