

CODE OF REGULATIONS
OF
MILFORD AMATEUR RADIO CLUB

Adopted: November 13, 2014

ARTICLE I. NAME AND OFFICES

Section 1. Name. The name of the Organization shall be Milford Amateur Radio Club (the Organization”).

Section 2. Principal Office. The principal office of the Organization shall be located in Ohio at a location to be determined from time to time by the Board of Directors.

ARTICLE II. PURPOSES

The Organization shall be a 501(c) (3) not-for-profit corporation organized exclusively for the following charitable purposes:

1. To educate and increase the proficiency of its members in the science of radio communications.
2. To provide for the dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.
3. To organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service, particularly during periods of emergency or disaster.
4. To conduct periodic classes in radio science for persons seeking an amateur radio license or for those seeking to upgrade their current license.
5. To encourage and sponsor experimental activities in radio communication and electronics to the end that skills and experience gained in amateur radio will further the application of these sciences to benefit the public at large.
6. To promote the elevation of standards of practice and ethics in the conduct of amateur radio communications.

ARTICLE III. MEMBERSHIP

Section 1. Qualification. Membership in the Organization shall be open to all persons who are interested in amateur radio communication, as further described in Part 97 of the United States Federal Communications Commission’s Regulations. Prospective members shall submit a written application to the Treasurer of the Organization on a form that shall be adopted from time to time by the Organization.

Section 2. Dues. Membership in the Organization shall be fee-based, requiring the payment of dues, as established from time to time by the Organization.

Section 3. Voting. Only Members of the Organization who hold a current amateur radio license and who have fully paid their dues may vote on any matter that requires a vote of the Members. There must be a quorum present before any voting can take place. Unless otherwise specified, a simple majority of those

Members present, qualified to vote, and voting shall be sufficient to pass any matter presented to the Members.

Section 4. Meetings. The Members shall have regular meetings at a time and place, as specified from time to time by the Board of Directors. The Board of Directors may call a special meeting of the Members at the discretion of the Board of Directors. Notice of the time, place, and purpose(s) of every special meeting of the Members shall be given to each Member in person, by mail, by fax, by email, or by phone at least ten days before the meeting.

Section 5. Quorum. A quorum of the Members shall be the larger of a) 10 percent of the Members who are qualified to vote, or b) 12 Members.

ARTICLE IV. DIRECTORS

Section 1. Number and Election of Initial Directors. There shall be three Directors. The Members shall elect the original Directors, one for a 1-year term, one for a 2-year term, and one for a 3-year term.

Section 2. Subsequent Directors. The outgoing President, if not elected to another office, shall automatically become a Director for a minimum term of 3 years, replacing the Director with the longest term of service on the Board of Directors. In the event that the President is reelected or elected to another office, the Board of Directors shall remain status quo.

Section 3. Chairman of the Board of Directors. The Director with the longest term of service on the Board of Directors shall be the Chairman of the Board of Directors.

Section 4. Duties and Powers. Subject to the limitations set forth in the Articles of Incorporation and these Regulations, the activities and affairs of the Organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board shall have the following duties and powers:

- a) To develop and determine policies which govern the Organization.
- b) To develop and monitor the Organization's programs, financial policies, and budgets.
- c) To assure the Organization's financial stability and support it both with a personal financial contribution and in its fundraising efforts.
- d) To borrow money and incur indebtedness when necessary for the purposes of the Organization, and to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, or other evidences of debt and securities.

Section 5. Vacancies. A vacancy or vacancies shall exist in the case of death, resignation, or removal of any Director, or in the case of an unfilled position on the Board. Any vacancy may be filled by election by the Board. The Director shall be elected to the remainder of the vacant term. A Director elected to fill a vacancy may be elected at a time other than the annual meeting if the need or opportunity exists.

Section 6. Resignation. Any Director may resign by giving written notice to the Board or to any Officer. The resignation shall take effect upon its receipt, and the acceptance of a resignation shall not be necessary to make it effective, unless otherwise specified in the notice.

Section 7. 501(c)(3) Status. The Board of Directors shall ensure that the Organization does not engage in any activity that will jeopardize the Organization's federal tax exemption.

Section 8. Honorary and Advisory Directors. The Board may choose Honorary or Advisory Directors if the Board feels it is beneficial to accomplish the purposes of the organization. Honorary and Advisory Directors may participate in Board Meetings, but do not have voting privileges. The Trustee of the Organization's Repeater License shall serve as an Advisory Director, if such person is not otherwise a Director.

ARTICLE V. BOARD OF DIRECTORS MEETINGS

Section 1. Location of Meetings. Meetings of the Board shall be held at any place designated by the Board within or outside of the State of Ohio. Meetings may be opened to the observation of the general membership at the will of the Board.

Section 2. Annual Meeting. By notice or call of the Board at least ten days prior to the date specified for the Annual Meeting and during the first quarter of the calendar year, the Organization shall hold an Annual Meeting of the Members for the purpose of electing Officers and Directors, and the transaction of other business.

Section 3. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board. Reasonable notice shall be given to all Board Members.

Section 4. Special Meetings. Any Officer of the Organization may call special meetings of the Board at any time for any purpose. Notice of the time, place, and purpose(s) of every special meeting of the Board shall be given to each Director in person, by mail, by fax, by email, or by phone at least 48 hours before the meeting.

Section 5. Quorum. Except as provided elsewhere in these regulations, a majority of the Directors serving at any given time constitutes a quorum. Business may be transacted with a majority vote of present Directors when a quorum is present. Regardless of whether a quorum is present, a majority of the Directors who are present may adjourn the meeting.

Section 6. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting are in simultaneous communication with one another.

Section 7. Participation in Meetings by E-mail or Other Electronic Media. Members of the Board may participate in a meeting through the use of e-mail or similar electronic communications, provided that no resolution proposed and discussed in such a manner shall be considered approved unless an e-mail is sent from each Director to the Secretary confirming that Director's vote and opinion on the matter, and being simultaneously transmitted (cc:'d) to every other Director's e-mail address of record.

Section 8. Voting by Proxy. Except as otherwise provided by law or by the Articles of Incorporation, the voting upon all matters required or permitted to be voted upon by the Directors may be conducted by proxy, with the same effect as voting upon such matters at a meeting of the Directors duly called and held and at which a quorum is present, provided that the proxy is given in writing. Such action, and the written proxy will be filed with the minutes of the proceedings of the Board.

ARTICLE VI. OFFICERS

Section 1. Categories of Officers. The Organization shall have a President, a Vice President, a Secretary, a Treasurer, and such other Officers, as the Board may deem necessary. No person may hold more than one office concurrently.

Section 2. Election and Terms of Office. The Members shall elect the Officers at the Annual Meeting. Officers shall be elected for a term of one year. All officers may serve consecutive terms without limitation.

Section 3. Vacancies. Any vacancy occurring in any office of the Organization by death, resignation, or removal may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4. Duties of Elected Officers:

- a) President. The President shall preside at all meetings of the Organization and the Annual Meeting. Subject to the direction of the Board of Directors, the President shall have general executive supervision over the property, affairs, and finances of the Organization. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Organization and shall have such other authority and shall perform such other duties as may be determined by the Board. The President shall appoint the Chairs of all committees and shall be an ex-officio member of all committees.
- b) Vice President. The Vice President shall perform all duties of the President in the absence or the inability of the President to serve, or in the event of a vacancy in that office.
- c) Treasurer. The Treasurer, as Chief Financial Officer, shall be responsible for the custody of all funds and securities of the Organization and the disbursement of funds, shall be authorized to open bank accounts in the name of the Organization and to sign checks, drafts and other documents requiring the payment of money. The Treasurer shall file, and is authorized to execute and file accurate and complete tax filings with appropriate government agencies as necessary or appropriate.
- d) Secretary. The Secretary shall keep accurate and complete records of all Meetings. The Secretary shall maintain the Articles of Incorporation and these Regulations and shall, upon request made by any Member, provide that Member with (electronic or otherwise) of the Articles of Incorporation and these Regulations. The Secretary shall allow any Member to inspect the Articles of Incorporation and these Regulations at any Meeting.

ARTICLE VII. BOARD COMMITTEES

Section 1. General. Committees may be established and dissolved by the Board of Directors when the Organization would benefit from such committees. Activities of and recommendations from these committees shall be reported to the Board of Directors on a regular basis. The Board of Directors shall be represented on all Committees.

Section 2. Executive Committee. The Officers of the Organization, along with the Board of Directors shall make up the Executive Committee. The Executive committee shall have the authority of the full Board of Directors, except the authority to fill Board vacancies. The Executive Committee will meet at intervals when there is no Board Meeting or at the call of the President. The Secretary shall keep minutes and make them available to the Board of Directors. Regulations that apply to Board Meetings shall apply at Executive Committee Meetings, except that the notice requirements shall not apply in the event that a majority of the Executive Committee agrees to meet with less notice.

ARTICLE VIII. PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern the proceedings at all Meetings to the extent that such rules do not conflict with law, the Articles of Incorporation, these Regulations, or resolutions adopted by the Board of Directors.

ARTICLE IX. OTHER PROVISIONS

Section 1. Agents & Representatives. The Board may appoint an Executive Director and such other agents and representatives of the Organization with such powers and to perform such acts or duties on behalf of the Organization as the Board may see fit, so far as may be consistent with these Regulations, to the extent authorized or permitted by law.

Section 2. Contracts. The Board, except as otherwise provided in these Regulations, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Officer, agent, or employee shall have any authority or power to bind the Organization by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 3. Fiscal Year. The fiscal year of the Organization shall commence on January 1st of each year and end on December 31st.

Section 4. Non Discrimination. The Organization shall not discriminate on the basis of gender, race, color, religion, national origin, income, sexual orientation, or marital status.

ARTICLE XI. LIMITATIONS ON CORPORATE AUTHORITY

Section 1. Private Inurement. No part of the net earnings of the Organization shall inure to any member of the Organization not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Organization, nor to any other private persons, excepting solely such reasonable compensation that the Organization shall pay for services actually rendered to the Organization, or allowed by the Organization as a reasonable allowance for authorized expenditures incurred on behalf of the Organization;

Section 2. Political Activity and Lobbying. No substantial part of the activities of the Organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

Section 3. Non-exempt Activities. The Organization shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Section 4. Loans and Guarantees. The Organization shall not lend any of its assets to any Officer or Director of this Organization, or guarantee to any person the payment of a loan by an Officer or Director of this Organization.

ARTICLE XII. AMENDMENTS

These Regulations may be amended, or new Regulations may be adopted at a Meeting, at which a quorum exists, by a 2/3 vote of the Members. Written notice of the meeting, its purpose, and the proposed changes shall be given at least ten days in advance of the Meeting.

ARTICLE XIII. DISSOLUTION

In the event of the termination of the existence of the Organization for any cause whatsoever, all assets and property over and above whatever may be required by the payment of just debts and obligations shall be vested in another organization organized and operated for a similar qualified exempt purpose under section 501(c)(3) of the Internal Revenue Code, as amended.