

Bill Gremillion Memorial Radio Club, Inc. Bylaws



Written, edited, and prepared September 2018 - May 2019

2019 BGMRC Executive Board

*President- Scott Marlowe (WX4SKY), Vice President- Gary Beckstedt Sr. (WB4GMB),
Treasurer- Rick Melville (KK4DDK), Secretary- Beth Walker (KB4BAW), additional
contributions from the 2018 BGMRC Bylaws committee under the direction of 2018 BGMRC
President- Brian Hill (KM4UCV) and much appreciated input and editing suggestions from
many members of the 2019 BGMRC Radio Club.*

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Bill Gremillion Memorial Radio Club, Inc.

PREAMBLE AND CLUB PURPOSE

We, the membership of the Bill Gremillion Memorial Radio Club, Inc. desiring to secure for ourselves the pleasures and benefits of the association of persons commonly interested in Amateur Radio constitute ourselves the Bill Gremillion Memorial Radio Club, Inc. hereinafter referred to as "BGMRC" or the "Club" and enact this set of Bylaws as our governing document.

It will be our purpose to assist members and prospective amateurs in achieving fraternalism and high standards of conduct, to conduct club programs and activities in such a manner as to advance the general interest and welfare of amateur radio in the community and support public safety when called upon to do so. We strive to provide through our membership, amateur radio operators for the dissemination and communication of both official and unofficial information in the public interest, when determined desirable by club officers, when called upon by any official agency of, Coweta County, or the State of Georgia. To raise money, funds and valuable services for the furtherance of activities of the club, to conduct educational classes, individually or in association with other organizations, promote subjects relating to amateur radio and assist those interested in obtaining or upgrading their Federal Communications Commission (FCC) Amateur Radio License. These activities may increase the pool of amateur radio operators and a provide a source of new members for the BGMRC. In addition, these activities will provide a general benefit to the amateur radio community. To provide a forum for research, experimentation, and scientific purpose for all who have an interest and seek such knowledge.

The Bill Gremillion Memorial Radio Club, Inc. is organized in accordance with Georgia Nonprofit Corporation Code, as amended. See Article XI.

ARTICLE I MEMBERSHIP

SECTION 1 – Who can be a member of the BGMRC

Membership will be open to all persons interested in Amateur Radio communication and who meet the criteria set forth in these Bylaws and the Club's Code of Conduct.

SECTION 2 - Defining a Member of the BGMRC

The definition and different types of "members" will be outlined and detailed in the Club's *Membership Structure Document*. The Club's *Membership Structure Document* that is in force will take precedence over all other documents and interpretations in the event of any confusion or future disagreement. Future versions of the BGMRC and its membership will have the ability to define, maintain, and make its own decisions regarding its membership through the *Membership Structure Document*. See [ARTICLE XIV ASSOCIATED DOCUMENTS](#)

SECTION 3 - Membership structure of the club

The club's membership will determine the definitions of members, categories of members, as well as the overall structure of the club, as described in the previous paragraph and detailed in the *Membership Structure Document*. The Club's membership structure is intended to be modifiable to accommodate the needs of the Club now as well as in the future. Nothing in these bylaws will require membership levels (such as Social Members, Non-ham Members, Associate Members, etc.), but the Bylaws will accommodate that option for future versions of the BGMRC.

SECTION 4 -Modifying the membership structure / members maintain control

Membership structure modifications and member definition changes are anticipated over time and expressly allowed in these Bylaws. Membership structure changes will not require a by-law change but documentation detailing the club's membership structure that is in force will be provided to membership and be attached to the current Bylaws as an associated document (The Club's *Membership Structure Document*) to avoid any possible confusion. The Club's *Membership Structure Document* can be modified at any club Business Meeting by a majority vote of members present.

SECTION 5 - Who is considered "family" in a family membership

Spouses and children claimed on a primary member's tax return (regardless of age) may become members at a rate set by the Club described as a family membership. See [ARTICLE VI DUES.](#)

SECTION 6 – Membership Code of Conduct

The Club will adopt and maintain a Membership Code of Conduct. This Code of Conduct will be adopted upon a majority vote of the members who are present at a Monthly Business Meeting. The Code of Conduct can be modified over time as needed by a majority vote of members at a regularly scheduled Monthly Business Meeting. All Members are expected to read, understand, and abide by the Member Code of Conduct. Repeated or egregious violations of the Member Code of Conduct may be cause for expulsion, disciplinary action, or limitation of the privileges of a Member. Members may be removed, disciplined, or limited by a two-thirds (2/3) vote of the Members. Details regarding disciplinary or expulsion processes will be detailed in the Code of Conduct document. See [ARTICLE XIV ASSOCIATED DOCUMENTS](#)

SECTION 7 – Code of Conduct cannot supersede the Bylaws

No provisions of the Member Code of Conduct may supersede these Bylaws. Documentation detailing the Code of Conduct will be provided to membership and be attached to the current Bylaws as an associated document. See [ARTICLE XIV ASSOCIATED DOCUMENTS](#)

SECTION 8 – BGMRC members and their participation in other clubs

Nothing in these Bylaws will prohibit a member from joining, participating, or becoming a member in other Amateur Radio Club(s). The only limitation provided in these Bylaws would pertain to Club Officers holding, or attempting to hold, leadership positions in the BGMRC while concurrently serving in a leadership position in another HAM radio club(s). See [ARTICLE 2 Section 1, bullet point 3](#)

SECTION 9 – The process of joining the BGMRC and paying dues

Application for membership along with applicable dues will be submitted in a way as determined by the currently seated executive board.

ARTICLE II OFFICERS

SECTION 1 - Club officers and qualifications

The officers of the Club will be **President, Vice President, Secretary, Treasurer, and Board Member at Large**. Any Member of the Club (*who meets the qualifications to serve as a board member as defined by the current membership structure*) is eligible to be nominated, elected, and serve as an officer of the club, subject to the following Bylaw conditions:

- A nominee must have been a member of the BGMRC in good standing for at least 12 consecutive months prior to the member's nomination for the executive board.
- A BGMRC Board member nominee cannot currently serve, or be concurrently nominated to serve, in a leadership position for any other amateur ham radio club due to the strenuous time requirements of the positions and potential local and regional conflicts of interests that could occur.

It is expressly allowed in these Bylaws for club officers to serve in leadership positions for state and federal level organizations as well as local and regional service groups *not* specifically defined as amateur radio clubs (Ex. ARES, RACES, ARRL, SERA, GMRS, Red Cross, Salvation Army, etc.)

SECTION 2 - Member consent and nominations (Committee and floor nominations)

Any Member who is nominated to become an officer shall give his/her consent to such nomination. Members may nominate any Member (including themselves) for any office but may make only one nomination per office per election. Whenever possible, the nominating committee selections will be announced at the September Monthly Business Meeting (which occurs one month prior to the Annual Elections Meeting.) Members seeking to nominate a candidate are strongly encouraged to announce their floor nominations at the September Business meeting immediately after the nominating committee makes its recommendations. Candidates for the BGMRC board may be nominated from the floor prior to balloting for that office at the October Annual Election Meeting. However, last minute floor nominations are strongly discouraged in a process that is designed to give members ample time to consider their options and make the best decisions (Floor nominations are welcomed as part of the Club's open and transparent leadership selection process. However, the spirit of these Bylaws would clearly encourage floor nominations to be announced at the September Business meeting).

SECTION 3 - Terms of the elected officers

The officers of this Club will be elected for a term of one year by ballot of the Members present at the October Annual Elections Meeting with the new officers assuming their duties on January 1st. of the following calendar year.

SECTION 4 - Maximum consecutive terms by an officer

Elected officers may succeed themselves in the same office for no more than two consecutive terms (serving for no more than a total of three years (terms) consecutively in the same position (*Also-See partial terms in section 6 of this Article*).

Officers will, upon the expiration of his/her term of office, turn over all items and properties belonging to the Club to his/her successor.

SECTION 5 - Filling board vacancies if an officer resigns or is removed

Vacancies occurring between elections other than President must be filled by a Special Election at the first Monthly Business Meeting following the resignation or removal of the officer, to serve for the remainder of the one year term. In the case of the office of the President becoming vacant, the office of the President will become immediately filled by the Vice President and the Vice President's office will be filled by a Special Election at the next Monthly Business Meeting. Nomination(s) for positions that have been vacated will be provided by the executive board. However, nominations from the floor will also be accepted during a special election to fill a vacancy. If more than one candidate is nominated, the candidate with the most votes will win the election and fill the vacated position immediately.

SECTION 6 - Partial Board terms served by Members

Partial terms filled by special election that exceed 6 months will be considered a full term for the purpose of these Bylaws (leaving the elected member with 2 additional terms to serve at that same position potentially). Partial terms filled by special elections of less than 6 months will not be considered a term for the purpose of these Bylaws (leaving the elected member with 3 additional terms to serve at the same position potentially).

SECTION 7 - Removing Board Members

Club Officers may be removed by a two-thirds (2/3) vote of the Members. Details regarding officer removal will be detailed in the Code of Conduct document. See [ARTICLE XIV ASSOCIATED DOCUMENTS](#)

SECTION 8 - Board of Directors and Executive board are one in the same

The Executive Board will consist of all elected officers of the Club. The Executive Board will also serve as the Board of Directors of the Bill Gremillion Memorial Radio Club, Inc.

Article III DUTIES OF THE OFFICERS

SECTION 1 – Duties of the President

The President shall preside as Chair at all Meetings of this Club and conduct the same according to the rules adopted herein. He/she shall enforce the observance of the Bylaws, decide all questions of order, sign all official documents that are adopted by the Club and perform all customary duties pertaining to the office of President. The President is empowered to make such committee appointments as are necessary to carry out the business and basic purposes of the Club. The President shall be a member of all committees, except the Nominating Committee.

SECTION 2 – Duties of the Vice President

The Vice President will assume all the duties of the President in the absence of the latter and in the event of a vacancy occurring in that office he/she will fulfill the remaining term of the office of President. He/she will preside as Chair at any Meeting from which the President is absent. The Vice President will conduct an inventory of all Club assets every year.

SECTION 3 – Duties of the Secretary

The Secretary will keep a record of the proceedings of all Meetings, maintain a roster of Members, announce new members to the club membership, carry on all correspondence, read communications at each Business Meeting and such other duties as directed by the President and in accordance with Club Bylaws. The Secretary will keep the original copies of the Articles of Incorporation and Bylaws and have original or duplicate copies of the same with him/her at

every Business Meeting. The Secretary will be responsible for the proper conduct of nominations and will certify all elections.

SECTION 4 – Duties of the Treasurer

The Treasurer will receive all moneys paid to the Club and, in cooperation with the Club's Secretary, notify the membership when their dues are due and handle all other financial matters affecting the Club not specifically covered in the Bylaws. He/she will pay no bills without proper authorization by the Club or its officers. The Treasurer will keep an accurate account of all moneys received and expended and avail all records for audit (if required) and for review by Members. He/she will report at each regular Business Meeting to the membership the current financial status of the Club to include all moneys received or paid out. He/she will perform such other duties as directed by the President and Club Bylaws.

SECTION 5 – Duties of the Board Member at Large

The Board Member at Large position will be filled by a member of the club who has exhibited excellent leadership capabilities in the community. This board position does not require enormous technical proficiency in amateur radio, nor does it require a long tenure as a HAM operator. This position should be filled by a club member who possesses leadership skills and who will contribute to the board primarily through his/her wisdom and experience. This position requires the least amount of "hands on" work of all board positions and carries no required responsibilities outside of meeting and participating in board activities and board meetings. This position should be filled by a respected member in the community willing to donate his/her time for the betterment of the Club and not by a member simply seeking to fill a board position. The position is ideal for a member who maintains a busy schedule but is willing to help the club by providing leadership and guidance.

SECTION 6 – Monetary approval limits for the Board

Expenditures that exceed \$500 must be voted on by the members at a Monthly or Special business Meeting with approval requiring a majority from Members present. Expenditures that do not exceed \$500 can be approved by the Executive Board. If an annual budget or project is approved by the membership at a regular Monthly Business Meeting then the line items that are approved in that budget or project that exceed \$500 do not require further member approval.

SECTION 7 – Public Service Coordinator

The Executive Board will appoint a Club Member as Public Service Coordinator, serving at the pleasure of the Executive Board, but normally for a term of three years. The Public Service Coordinator will be responsible to the Club for all interactions with public service and disaster communications. He/she will serve as coordinator with the Members regarding ARES, RACES and all civil, governmental, and charitable organizations. The Public Service Coordinator will be expected to frequently communicate relevant notices of upcoming events and other matters to Members. The public service coordinator will not hold a leadership position with any organization which he/she coordinates with.

SECTION 8 – Repeater trustee(s)

The Executive Board will appoint a Member(s) as Trustee(s), serving at the pleasure of the Executive Board, The Trustee(s) shall maintain the Club license and call signs, and monitor all Club activities to insure the Club performs all operations and actions in accordance with current FCC rules and regulations. The Trustee(s) shall serve as Legal Representative with respect to the BGMRC's Amateur Radio License. The Trustee(s) will possess a valid Extra Class Amateur Radio operator's license. The Trustee(s) will be responsible for the establishment and maintenance of the Club's repeater(s) and equipment. He/she will keep a record of all property and equipment (to include location, serial numbers, and model numbers) belonging to the Club which is not the responsibility of another officer or Member, to

include all equipment/property donations and the disposition thereof. He/she will upon the expiration/termination of his/her term of office turnover all items and property belonging to the Club to his/her successor.

ARTICLE IV MEETINGS, ELECTIONS, AND VOTING

SECTION 1 - Monthly and special meetings

These Bylaws provide for regular Business (Monthly) Meetings and special meetings where the business of the Club may be conducted. Monthly Business Meetings will be held at a time and place designated by the Executive Board. A minimum of nine (9) Monthly Business Meetings will occur during the Club's calendar year, including one Meeting that is designated as the Annual Elections Meeting. The President will have the power to call Special Meetings in the event of an emergency affecting the Club and/or its Members. Notification of a Special Meeting will be by the most expedient means available at the time, including one or more of: telephone, radio, mail, e-mail, social media, Sunday night local 2-meter net announcements and text messaging to provide good faith effort to reach all Members.

SECTION 2 – The Annual Election Meeting

Annual Elections Meeting. The Annual Elections Meeting shall be held each year during the month of October – ordinarily scheduled in the evening of the 4th Thursday of October. The President may change or alter the date, time and place. The Secretary shall notify all Members via electronic mail or U.S. mail at least fourteen (14) calendar days in advance as to a change of date, time, or place.

SECTION 3 – Quorums

Quorum. Two Officers of the Club, and sufficient members to total one-fifth (1/5) or more of the current number of members, will constitute a quorum to conduct business at any Monthly Business Meeting, Annual Elections Meeting, or Special Meeting. Members that constitute a quorum will be determined by the Club's current membership structure. Only Members who are present in person may make motions or nominations at a Monthly Business Meeting or Special Meeting. Unless otherwise specifically provided in these Bylaws only Members who are present in-person may vote at a Monthly or Special Meeting. Proxy voting and absentee voting is not allowed for any voting at Monthly Business Meetings, Special Meeting, or Annual Election Meetings.

SECTION 4 – Elections; How they are conducted

The election of Officers will be determined by a vote of the Members present at the Annual Election Meeting or at a Monthly Business Meeting where an election is being held to fill a vacant office. The method of voting shall be determined by the Officers prior to the election, and allow the use of written, voice, show of hands or electronic ballots, or combination of these methods. Proxy and absentee ballots are not acceptable for Club elections. In the event of a tie the Members will be asked to vote again to produce a candidate with more votes than any other for that Board position. If after 3 consecutive votes a winner cannot be determined the winner will be determined by a coin-flip. A majority of the vote (50% +1) is *not* required to win any board election, only more votes than any other candidate is required. The Secretary will be responsible for the proper conduct of nominations and will certify all elections.

SECTION 5 – Executive Board Meetings

Executive Board Meetings will be held at the discretion of the seated board.

SECTION 6 – How meetings are conducted and Roberts Rules of Order

Parliamentary Procedure and Order of Business. The current edition of Robert's Rules of Order Newly Revised will govern proceedings for all Club and Executive Board Meetings. The volunteer and cordial nature of the Club is such that all meetings shall be conducted so that Members may have their concerns heard and their questions addressed without feeling overly constrained by parliamentary procedure. Parliamentary procedures are intended to facilitate order to the benefit of all members and not to silence any Members or relevant issues. Therefore, all Meetings should be conducted

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to afford enough time for scheduled business, emergency unscheduled business, and open discussion with reasonable latitude given to Members who may err merely out of unfamiliarity with Robert's Rules. Conversely, the executive board spends a tremendous amount of time gathering information and preparing for Business Meetings. Members should allow the board to maintain an orderly agenda and conduct the business required to keep the Club operating. Members should present their agenda items to the secretary prior to the monthly Business Meeting in order to make sure that proper time has been allotted to cover all agenda items.

SECTION 7- Emergency Governance

Emergency governance. - If for three consecutive Business Meetings the Club is unable to produce a required Quorum, those requirements as outlined in these Bylaws will be suspended. The third consecutive Business Meeting (without a quorum) will be considered an emergency Meeting and regular business will be conducted (including Bylaws changes) with whatever number of members are present. The Emergency Meeting will continue to follow the rules of these Bylaws with the exception of the quorum requirement. Changes will be made at this Emergency Meeting to produce sustainable conditions to continue the BGMRC or to dissolve the corporation as outlined in Article XII DISSOLUTION

If the entire executive board were suddenly unable or unwilling to continue their duties (resigned their positions or were physically unable) then a quorum could no longer be reached, and business could not be conducted. If this unlikely scenario were to occur the two most senior remaining BGMRC members would immediately take on an interim role as President and Vice president and be in charge of the club until new elections to fill the board positions could be held at the next Business Meeting or at a Special Election Meeting. All of the club Bylaws will remain intact during this emergency period.

ARTICLE V COMMITTEES

SECTION 1 – The Officer Nominating Committee

The President will appoint a Member not holding a position on the Executive Board to serve as chairman of the nominating committee three (3) months prior to the election of officers at the Annual Election Meeting. The Member so appointed will have the power to (but not be required to) appoint other club members to his/her committee for advisement. The objective for the nominating Chairman is to provide to the membership a list of one person to be nominated for each office for the upcoming year. The list of nominated Members will be presented to the Club membership at the Monthly Business Meeting prior to the Annual Elections Meeting (Typically the September monthly Business Meeting). As circumstances dictate, the nominating committee may attempt to recruit Members to stand for election for an office. *The nominating chairman will be solely responsible for choosing and presenting the best slate of candidates available, in his/her opinion, to the club.* The nominating chairman will present only one name per position to the membership for consideration. Any other nomination(s) would be floor nominations.

SECTION 2 – Other committees and how they are created

Other committees may be created, and their members appointed by the President, as necessary. The President may delegate the appointment of a committee's members to that committee's chairman.

ARTICLE VI DUES

SECTION 1 – Member Dues; How are they determined and implemented

The Club at any Business Meeting, by a majority vote of those Members who are present, may adjust membership dues or levy upon the membership any assessments as shall be deemed necessary for the business of the organization within its objectives as set forth in the preamble. Dues are payable by January 1st of each year. Special assessments can be set and due throughout the year. Memberships will run from January 1 through December 31 of each year.

SECTION 2 – Refunding Dues

Collected Club dues are non-refundable.

SECTION 3 – Payment of dues required to be a recognized BGMRC member

Only individuals who have paid their annual dues and are in good standing with the Club will have any member benefits or standing in the BGMRC (If dues are required under the current membership structure.)

SECTION 4 – Dues payments and Grace periods

The Executive board will determine dues payment grace periods and member removal due to non-payment of dues. A document will be created that outlines the conditions for removal from the Club roster and grace periods for dues payments. This document will be made readily available to all Club members. See [Article XIV ASSOCIATED DOCUMENTS](#)

ARTICLE VII – CLUB ASSETS

SECTION 1 – Definition of Club assets

Club assets will include those items rented, leased and purchased by the Club or donated to the Club. Club assets will also include any club call signs, licenses, or memberships the Club may obtain. When these assets are of no further use or value to the Club they shall be sold, traded or stored, and the inventory adjusted to show the change in status of these items.

SECTION 2 – The right of individuals to use the Club’s repeaters

Repeaters that are Club assets shall be ‘open’ for licensed amateur operators with privileges to use the associated frequency bands and modes (U.S. Technician class and higher licensees, and foreign licensees with Technician-class-equivalent or higher granted privileges in the U.S. through reciprocal licensing agreements, etc.) subject to the Club reserving the right to revoke or limit an individual's or group's use of a repeater for repeated or egregious violations of the Member Code of Conduct whether that person is a Member of the Club or not. Such revocation or limitation may be issued or amended upon an approval of an action by the Executive Board followed by two thirds vote of the Members present at a Monthly Business or Special Meeting. Certain emergency situations may result in the club conducting directed NETS or limiting the use of the club repeaters by individuals and other groups.

SECTION 3 – Officers must return assets when their term has expired

Club assets other than repeaters shall be for the use and benefit of Members only and will remain the property of the Club. An officer who is responsible for any club asset shall transfer that asset to his/her replacement officer at the end of his/her term.

ARTICLE VIII LIMITATION OF LIABILITY

The Officers, Executive Board and Members of BGMRC will not be liable for its corporate debts. Any Officer who is involved in litigation by reason of his or her position as an Officer of BGMRC shall be indemnified and held harmless by the BGMRC to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in case of any such amendment, only to the extent that such amendment permits BGMRC to provide broader indemnification rights).

ARTICLE IX FISCAL YEAR FOR ACCOUNTING PURPOSES

The calendar year will be the official accounting year for the corporation with the final day of each fiscal year being December 31st.

ARTICLE X – INSURANCE

The Board may choose to keep in effect a like or similar liability insurance plan as offered to affiliated clubs of the American Radio Relay League.

ARTICLE XI ACTIVITIES TO BE LAWFUL

The Bill Gremillion Memorial Radio Club, Inc. will only engage in any lawful act or activity for which the corporation may be organized as a nonprofit corporation under the laws of the State of Georgia and code section 501 (c) (3) of the Internal Revenue Code.

The assets and income shall only be used to promote purposes as set herein. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of BGMRC. BGMRC shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. BGMRC is organized exclusively for the purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII DISSOLUTION

SECTION 1 – Dissolving the BGMRC

BGMRC may be dissolved only with authorization of its Executive Board given at a Special Business Meeting called for that purpose, with the subsequent approval by no less than two-thirds (2/3) vote of its Members present at that Meeting, or if a quorum is no longer possible then by authorization of its Executive Board acting alone.

SECTION 2 – Asset distribution after dissolution

Upon the dissolution of the corporation, the Executive Board will, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purpose as will at the time qualify as a not for profit organization or organizations or the corresponding provision of any future Internal Revenue law, as the Executive Board will determine, or such sums may be disposed of as otherwise provided by the laws of the State of Georgia.

ARTICLE XIII AMENDMENTS

Motions to amend the Bylaws must be made in writing and presented at a regular Business Meeting. Motions for amendments will be voted on at the next following regular Business Meeting. The secretary will attempt to notify all members to the best of his/her ability in the most reasonable and effective manner (examples-email, newsletter, social media, regular mail) at least 14 days prior to the vote to change the Bylaws. These Bylaws may be amended by a (three-fourths) $\frac{3}{4}$ vote of the members present at a Business Meeting where members have been made aware (as directed above) that a Bylaw change vote will occur. Voting on amendments to the Bylaws will be supervised and certified by the Secretary.

ARTICLE XIV ASSOCIATED DOCUMENTS

The Secretary will provide the following associated documents to the club membership in a manner that makes them easily viewed. These documents should be available to view at Business Meetings and are considered “associated documents” to the Club’s Bylaws although they are not part of the Club Bylaws.

1. Current membership structure
2. Current membership Code of Conduct
3. Approved dues structure
4. Member grace periods and removal from roster protocol (regarding dues payments)

ARTICLE XV EXECUTION OF INSTRUMENTS:

The President or Vice President shall have the power to execute and deliver on behalf of and in the name of the Corporation any instrument requiring the signature of an officer of the BGMRC, except as otherwise provided in these Bylaws or when the execution and delivery of the instrument shall be expressly delegated by the Executive Board to some other officer or agent of the Corporation. Unless authorized to do so by these Bylaws or by the Executive Board, no officer, or agent shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it financially liable for any purpose or in any amount.

CERTIFICATION OF ADOPTION

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of the Bill Gremillion Memorial Radio Club, Inc, a Georgia Nonprofit Corporation (the "BGMRC"), and that the above and foregoing Bylaws were adopted as the Bylaws of the BGMRC as of July, 2019 by the members of the BGMRC.

IN WITNESS WHEREOF, I have executed this Certificate as of July 25, 2019.

Bob Walker