

BY-LAWS OF THE CENTRAL MICHIGAN AMATEUR RADIO CLUB, INC.

ARTICLE 1 NAME

- 1.1 The name of the organization shall be Central Michigan Amateur Radio Club (CMARC).

ARTICLE 2 PURPOSE

- 2.1 The Central Michigan Amateur Radio Club (hereafter The Corporation) is an organization formed exclusively for educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954. The objectives of The Corporation are to promote the educational development of amateur radio, fostering a spirit of cooperation and mutual exchange of ideas and techniques pertaining to amateur radio; to receive and disburse funds and to hold property for the purposes of The Corporation.
- 2.2 All of the provisions of this article are for the personal and cultural improvement of participants and the community without recognition of achievement such as the conferring of credit, certificates, degrees, or other recognition of achievement; and in no event to conduct a school, academy, seminary, college or other institute of learning.
- 2.3 No part of the income or assets of this corporation shall inure to the benefit of any private individual or member.
- 2.4 This corporation shall have no capital stock; its object and purpose being solely of a benevolent nature, and not for individual pecuniary gain or profit to its members.

ARTICLE 3 MEMBERSHIP

- 3.1 Any individual who possesses a currently valid Amateur Radio Operator's License, issued by the Federal Communications Commission (FCC) may become a full member of The Corporation by making application therefore and paying the applicable current years' dues. Application for membership must be approved by the Board of Directors.
- 3.2 Any individual who has an interest in amateur radio may become an associate (nonvoting) member of The Corporation by making application therefore and paying the applicable current years' dues. Application for membership must be approved by the Board of Directors.

- 3.3 Membership in The Corporation shall be renewed annually by payment of the applicable dues. The annual dues rate shall be set by the Board and not modified for a given membership year.
- 3.4 Any full member of The Corporation who has attained the age of sixty-five years and who has been a full member of The Corporation for the most recent ten consecutive years may make written application to the Board of Directors for Life Membership to The Corporation. Life Membership shall be full membership in The Corporation, but shall not be subject to annual renewal by payment of dues.

ARTICLE 4 MEETINGS OF MEMBERS

- 4.1 Regular meetings of the members of The Corporation shall be held monthly, at a time and date fixed by the Board of Directors. Notice of a regular meeting shall be mailed, published, or otherwise communicated by the Secretary to the members of The Corporation at least seven days before the date of the meeting. The purpose of the regular meeting shall be to receive reports from the officers of The Corporation, committees, and to act on any other matters which may properly come before the regular meeting.
- 4.2 The annual meeting of the members of The Corporation shall be held at a time and place to be fixed by the Board of Directors. The annual meeting may coincide with a regular meeting, but must be held one of the last fourteen days of November, or the first fourteen days of December. The purpose of the annual meeting shall be to elect members of The Corporation to fill expiring terms on the Board of Directors. Notice of the annual meeting shall be mailed, or published by the Secretary to the members of The Corporation at least seven days before the date of the meeting.
- 4.3 Special meetings of The Corporation may be held at the call of the Board of Directors, or at least twenty percent of the full membership of The Corporation. The Secretary shall mail notice of such meetings at least seven days before the date of the meeting.
- 4.4 A quorum at a regular, annual, or special meeting shall be the full members present at that meeting.
- 4.5 Any full member of the Corporation is entitled to one vote on each matter submitted for a vote at a regular, annual, or special meeting. Voting can be done orally or in writing at the particular meeting where the vote is taking place. A member that attends any regular, annual, or special meeting via a channel of remote communications, such as telephone or video conference, shall be considered present for voting purposes.

- 4.6 If a full member would like to vote on a particular matter, but is unable to attend in person or by remote communications, the member may cast their vote on a manner through the absentee voting procedures only.
- 4.7 During annual board elections, the Corporation will select three members to be placed on an election committee and one officer to be the Chair. If an objection is made regarding any of the members selected, another member will be selected as his or her replacement until no objections are made.
- 4.8 The election committee will be responsible for managing the absentee votes received through the designated absentee voting email address “cmarcvoting@gmail.com.” Any member wishing to vote absentee must send their vote to this email address with the subject line ABSENTEE VOTE and include the date of the meeting when the live vote will take place. The votes will not be viewed or counted until all live votes are taken at the meeting. Absentee votes must be received by midnight the night before the live voting will occur to be counted.

ARTICLE 5 BOARD OF DIRECTORS

- 5.1 The business, property and affairs of The Corporation shall be managed by a Board of Directors, which shall have power to initiate and approve plans and programs for the educational development of its members; have custody and management of the land, buildings, equipment, securities and all other property of The Corporation; adopt the annual budget of The Corporation; borrow money, raise and disburse funds; invest and reinvest funds of The Corporation; sell, buy and exchange properties and securities of The Corporation; make contracts; and perform all other duties and shall have other powers as may be necessary to carry out the purpose of The Corporation. All powers of the Board of Directors shall deem to emanate by delegation from the members of The Corporation and may be suspended, revoked, or altered by a majority vote of the full members present at any regular, special, or annual meeting of the members of The Corporation. They shall serve without compensation, but shall be reimbursed for disbursements made by them.
- 5.2 Any full member of the Corporation shall be eligible to be members of the Board of Directors. Further, any full member of the Corporation may, at any regular or special meeting from the beginning of the calendar year until the meeting prior to the annual meeting, nominate a full member candidate(s) for the Board of Directors. Nominations for the Board of Directors will be closed at the meeting before the annual meeting.
- 5.3 The number of directors shall be seven and be divided into three classes. The first class will consist of three directors with two-year terms that will be voted on in odd-numbered years. The second class will consist of three directors with two-year terms that will be voted on in even-numbered years. The third class will consist of one director with a one

year term that will be voted on at each annual meeting and is to be filled by any full member under the age of twenty-two years, if one is nominated and willing to serve. All terms shall commence at the first meeting of the Board of Directors held after the annual meeting at which they were elected.

- 5.4 In the event The Corporation cannot select a full member under the age of twenty-two to serve in the third class of directors, the members of The Corporation shall nominate and elect another full member to serve as a director as long as that member agrees to represent and receive input from the youth of The Corporation.
- 5.5 Voting for the Board of Directors will take place at the annual meeting. Unless otherwise stated, all voting rules and procedures discussed in Article 4 will apply to the Election of Board of Directors.
- 5.6 The Board of Directors shall have the power to fill vacancies in its own membership if such vacancy is reasons other than a recall vote by the Membership as set forth in 5.11. Such new Board members shall hold office for the rest of the respective filed term.
- 5.7 When the Board of Directors holds a vote on a manner that is referenced in Section 5.1 or otherwise within the exclusive control of the Board of Directors, each member of the Board of Directors shall have one vote. A simple majority will constitute Board approval or disapproval as the case may be, unless stipulated otherwise in these By-Laws. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum constitutes the action of the board, except when a larger vote may be required by the laws of the State of Michigan. A director that attends any regular, annual, or special meeting via a channel of remote communications, such as telephone or video conference, shall be considered present for voting purposes and quorum. If a tie vote over a matter occurs at a meeting of the Board of Directors, that issue shall be considered defeated.
- 5.8 Regular meetings of the Board of Directors shall be held not less than bi-monthly at such place and time as the Board shall designate. Notice of a regular meeting shall be mailed, published, or otherwise communicated by the Secretary to the members of the Board of Directors at least seven days before the date of the meeting.
- 5.9 Special Board meetings may be held at the call of the president, or two members of the Board. Those directors will be responsible for providing notice of the time, place and purpose of the meeting to each member of the Board by mail, publication, or other appropriate form of communication.
- 5.10 The Board may create or terminate the existence of such standing and special committees as it shall deem proper and shall prescribe the duties of each committee and the number of members to serve thereon. Any member of The Corporation shall be eligible for appointment to serve upon any committee. Any member of the Board of Directors shall

be eligible for appointment to serve as Chair of any committee. All appointments are subject to the approval of the Board.

- 5.11 Any director may be removed by a majority vote of the members present at any regular or special meeting, and shall automatically be removed for failure to attend three regular meetings of The Corporation, or two meetings of the Board, except when excused. In the event that the entire board is voted for removal, a new Board of Directors election will take place immediately following the removal vote.

ARTICLE 6 OFFICERS

- 6.1 The officers of The Corporation shall be president, vice-president, treasurer, and secretary, who shall be elected annually by the Board or Directors. All officers shall serve for one year, or until their successor is elected, and will be selected from the Board of Directors. Officers shall be elected at the first meeting of the Board of Directors, held after the annual meeting of the members of the corporation.
- 6.2 The Board of Directors shall have the power at any time to fill vacancies among the officers, and officers elected to fill such vacancies shall serve until the first meeting of the Board of Directors held after the annual meeting of the members of The Corporation, or until their successors are elected.
- 6.3 The President shall preside at all meetings of the members of The Corporation and of the Board of Directors; shall appoint members and Chairs of all committees; shall sign such papers as may be required by his office, or as may be directed by the Board of Directors; shall make such reports and recommendations to the Board of Directors and to the members of The Corporation at any regular or special meetings, concerning the work and affairs of The Corporation as, in his judgment, may be necessary and shall perform such other duties as may be incidental to the office.
- 6.4 The Vice-President shall be responsible for scheduling speakers for the meetings; perform the duties of the President in case of his absence, resignation, or inability to act; and perform such other duties as may be incidental to the office.
- 6.5 The Secretary shall issue in writing all notices of meetings of The Corporation; notify individuals elected to office or to membership of The Corporation or to the Board of Directors; keep complete records of the meetings of the members of The Corporation and of the Board of Directors and mail such minutes to each member of The Corporation; shall mail such other notices as may be directed by the Board; shall be custodian of all records of The Corporation except such records and papers as shall be kept by the treasurer as herein provided; shall sign such papers as may be required by his office or as directed by the Board of Directors; and shall perform such other duties as may be incidental to the office.

- 6.6. The Treasurer shall receive all monies of The Corporation and shall have custody thereof; shall establish and maintain not less than two types of accounts for the purposes of conducting the financial affairs of The Corporation; a demand (checking) account which shall be used for disbursement of corporation funds, and an interest bearing account; shall deposit the funds of The Corporation in one or more insured financial institutions selected by the Board to be disbursed in accordance with the directions of the Board and upon his signature; shall keep a full account of all monies received and paid out and shall mail or publish to each member of The Corporation, so as to reach them prior to the next regular meeting of the members of The Corporation, a financial report consisting of the following: (1) Present Cash Balance; (2) Receipts received categorized by source; (3) Disbursements made categorized by source, and (4) Approximate cost of obligations incurred by The Corporation where complete payment has not yet been made.
- 6.7 The Treasurer shall maintain a receipt book and issue a receipt of monies received. He shall receive and have custody of all deeds, securities, notes, contracts and other financial papers of The Corporation. He shall keep full account of deeds, securities, notes and financial papers of The Corporation and shall make such reports thereof to the president and Board of Directors as they may require. He shall sign such papers as may be required by his office or as may be directed by the Board of Directors. He may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of his duties; and shall perform such other duties as may be incidental to the office.
- 6.8 Any officer may be removed under the same procedures as detained in Section 5.11.

ARTICLE 7 MANNERS OF ACTING

- 7.1 No officer, member, or director of The Corporation, or a contributor to the organization, or a brother or sister (whole or half-blood), spouse or a corporation controlled directly or indirectly by an officer or director, may enter into any of the following transactions: (1) Borrow against The Corporation's income or assets; (2) Receive any compensation from The Corporation other than reimbursement for out of pocket expenses incurred while in the performance of assigned duty with The Corporation; (3) Have any corporate services made available to him for personal use; (4) Purchase any securities or property from The Corporation; (5) Sell any securities or other property to The Corporation; and (6) Receive any income or corpus from The Corporation in any other transactions.
- 7.2 The Corporation, its officers and directors, while acting in the name of The Corporation, shall not engage in carrying on propaganda, or otherwise advocating or opposing pending or proposed legislation.

- 7.3 The Corporation, its officers and directors, while acting in the name of The Corporation, shall not participate in, or intervene in, any political campaign, on behalf of, or in opposition to any candidate for public office.
- 7.4 Sections 7.2 & 7.3 do not prohibit The Corporation from engaging with, or inviting, those individuals involved with actions previously described in Sections 7.2 & 7.3 as long as its primary purpose is for information gathering only.

ARTICLE 8 LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 8.1 A director or officer is not personally liable to The Corporation or its members for monetary damages for a breach of a director's fiduciary duty. However, the provision shall not eliminate or limit the liability of a director for any of the following: a) A breach of the director's duty of loyalty to The Corporation or its members; b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law; c) A transaction from which the director derived an improper personal benefit; d) An act or omission occurring before February 7, 1990; e) An act or omission that is grossly negligent; f) A violation of section 551 (1); g) For a non-profit organization as defined in Section 108 (2)(b), The Corporation assumes all liability to any person other than The Corporation or its members for all acts or omissions of a volunteer on or after February 7, 1990.
- 8.2 The Corporation shall indemnify any person who was or is a party defendant or is threatened to be made a party defendant, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a member of The Corporation, or is or was serving at the request of The Corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if the members determine that he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of The Corporation, and with respect to any criminal action proceeding, has no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of "no lo Contendere" or its equivalent, shall not in itself create a presumption that the person did or did not act in good faith and in a manner which he reasonably believed to be in the best interest of The Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was lawful.

ARTICLE 9 DISSOLUTION

- 9.1 In the event of the dissolution of The Corporation or in the event it shall cease to carry out the objects and purposes herein set forth , the Board of Directors shall, after paying or

making provisions for the payment of all liabilities of The Corporation, dispose of all assets of The Corporation exclusively for the purposes of The Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization under Section 501 (c) (7) of the Internal Revenue Code of 1954, as the Board of Directors of The Corporation shall determine and in no event shall any of the assets or property of The Corporation or the proceeds of any such property or assets in the event of dissolution go or be distributed to members either for reimbursement or any sums donated, subscribed or contributed by such members for any other such purpose.

ARTICLE 10 AMENDMENTS

- 10.1 These By-Laws may be amended by a majority vote of the membership present at any regular or special meeting of the members of The Corporation called for the purpose, provided written notice of the proposed amendment shall have been given at least seven days in advance of the meeting at which the proposed change is voted upon. However, any proposed change to Article I must be approved by the Michigan Department of Treasury, Corporation Division. Any amendments, alternations, or modifications that may need approval by the Michigan Department of Education, Bureau of Higher of Education, Accreditation and Approval Section or the Internal Revenue Service, Exempt Organizations Section, must be approved by the specific agency in accordance with their rules, regulations, and/or procedures.