

BY-LAWS OF
THE MASSANUTTEN AMATEUR RADIO ASSOCIATION, INC.
Harrisonburg, Virginia
as of October 2, 2008

ARTICLE ONE – MEMBERSHIP

Section 1: Eligibility

There shall be one class of membership in the Corporation. Membership shall be open to all who demonstrate an interest in amateur radio communication, who are willing to assist in times of emergency with the operation of a communication network thereby providing assistance to the general public, and who are interested in the acquisition of emergency communication equipment and the requisite training with same in preparation for emergency needs.

Section 2: Election to Membership

Each applicant for membership shall apply on a form approved by the Board of Directors that shall provide that the applicant agrees to abide by the By-Laws of the Corporation. The application shall state the name, address, and occupation of the applicant, and it shall carry the written and executed endorsement of two (2) members in good standing. Accompanying the application, the prospective member shall submit dues payable for the current year.

All applications are to be filed with the Secretary, and each application is to be read at the first monthly meeting following its receipt. At the next monthly meeting, the application will be voted upon by secret ballot, and affirmative votes of three-fourths (3/4 of the membership in good standing present and voting shall be required to elect the applicant.

Applicants for membership who have been rejected by the Corporation may not reapply within six (6) weeks after such rejection.

Section 3: Voting

Each individual member shall have one vote at any meeting at which he is present. Proxy voting will not be permitted at any meeting or election. No member may vote whose dues are not paid for the current year.

Section 4: Dues

Annual dues shall be set by the Board of Directors. During the month of December, the Treasurer shall send to each member a statement of his dues for the ensuing year.

Section 5: Meetings

Annual and Regular Meetings: The annual Membership Meeting shall be held on the first (1st) Thursday of October in each year. Regular monthly meetings shall be held on the first (1st) Thursday of each month. Written notice of such meetings shall be mailed by the Secretary at least three (3) days prior to the date of the meeting.

Special Meetings: Special membership meetings may be called by the President, or by a majority vote of the members of the Board, and shall be called by the Secretary upon receipt of a petition signed by 75% of the members of the Corporation who are in good standing. Written notice of such a meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting, and the notice shall state the purpose of the meeting and no other business shall be transacted.

Quorum: The quorum for the Annual membership meeting shall be the lesser of:

- (a) 50% of the membership in good standing, or
- (b) 20 members in good standing.

The quorum for the regular monthly meetings shall consist of those members in good standing present.

Place, Date, and Hour: All meetings of the Corporation, whether of the membership or of the Directors, shall be held within 25 miles of the city of Harrisonburg at such place, date, and hour as may be designated by the person or person authorized herein to call such a meeting.

Section 6: Termination of Membership

Resignation: Any member in good standing may resign from the Corporation upon written notice to the Secretary, but no member may resign when in debt to the Corporation. Dues obligations are considered a debt to the Corporation and they become incurred on the first day of each fiscal year.

Lapsing: A membership will be considered as lapsed and automatically terminated if such member's dues remain unpaid 30 days after the first day of the fiscal year; however, the Board may grant an additional 30 days of grace to delinquent members in meritorious cases. In no case may a person be entitled to vote at any meeting whose dues are unpaid as of the date of the meeting.

ARTICLE TWO – DIRECTORS AND OFFICERS

Section 1: Board of Directors

The Board shall be comprised of the President, Vice-President, Secretary, two (2) Members-At-Large, and the Treasurer, all of whom shall be members in good standing and all of whom shall be elected at the Annual Membership Meeting, and shall serve until their successors are duly elected.

Section 2: Officers

The officers of the Corporation consisting of the President, Vice-President, Secretary, and Treasurer, shall serve in their respective capacities with regard to both membership and its meetings, and the Board and its meetings.

The **President** shall preside at all meetings of the membership and of the Board, and shall perform other such duties as are incident to his office or are properly required of him by the Board of Directors.

The **Vice-President** shall exercise the authority of the President in his absence and perform such other duties as may be assigned to him by the President or Board of Directors.

The **Secretary** shall be responsible for recording the minutes of the membership and Board meetings, and maintaining other such records as may be required of him by the President or the Board. He shall have charge of the correspondence, notify members of meetings, notify new members of their election to membership, keep a roll of members with their addresses, and carry out such other duties incident to his office as the President may request, or the Board assign.

The **Treasurer** shall collect and receive all monies due or belonging to the Corporation. He shall deposit same in a bank designated by the Board in the name of the Corporation. His books shall at all times be open to inspection by the Board, and he shall report to the Board at every meeting the condition of the Corporation's finances and every item of receipt or payment not before reported; and at the Annual Membership Meeting he shall render an account of all monies received and expended during the previous fiscal year. There shall be an annual audit of books as directed by the Board.

Section 3: Members-At-Large

Two (2) Members-At-Large shall be elected to serve two (2) year terms. The terms shall not run concurrently. Each position to be filled shall be filled by election in alternate years.

Section 4: Elections

The candidate receiving the greatest number of votes for each office shall be declared elected.

Section 5: Board Meetings

Regular: Regular meetings of the Board of Directors shall be held on the first (1st) Thursday of each month. Written notice of such meeting shall be mailed by the Secretary at least five (5) days prior to the date of the meeting.

Special: Special meetings of the Board may be called by the President, and shall be called by the Secretary upon the receipt of a written request signed by at least two (2) members of the Board. Written notice of such meeting shall be mailed by the Secretary at least five (5) days and not more than ten (10) days prior to the date of the meeting, or telegraphic notice shall be filed at least three (3) days and not more than five (5) days prior to the date of the meeting. Any such notice shall state the purpose of the meeting and no other business shall be transacted thereat.

Quorum: A quorum for a meeting of the Board shall be a majority of the Board.

Section 6: Vacancies

Any vacancies occurring on the Board or among the officers during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular meeting following the creation of the vacancy, or at a special Board meeting called for that purpose; except that a vacancy in the office of President shall be filled automatically by the Vice-President, and the resulting vacancy in the office of Vice President shall be filled by the Board.

ARTICLE THREE – COMMITTEES

Section 1: Standing Committees

In addition to the Nominating Committee, the Board may each year appoint standing Committees to advance the work of the Corporation in such matters as Fund Raising, Emergency Preparedness, Field Day, Education/Training, Volunteer Examinations, and Public Relations. Such Committees shall always be subject to the final authority of the Board. Special Committees may also be appointed by the Board to aid it on particular projects.

Section 2: Replacement

Any Committee appointment may be terminated by a majority vote of the full membership of the Board upon ten (10) days' written notice to the appointee; and the Board may appoint successors to those appointees whose services have been terminated.

ARTICLE FOUR – GENERAL PROVISIONS

Section 1: Calendar

The fiscal year of the Corporation shall begin on the first (1st) day of January, and end on the thirty-first (31st) day of December in each year.

Section 2: Amendments

Amendments to the Articles of Incorporation may be proposed by a resolution of the Board of Directors recommending amendment to the members, unless the Board of Directors determines that because of conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the members. The resolution shall be submitted to the membership at a regular or special meeting. The written notice of the meeting shall contain the date, time, and place, and that the purpose of the meeting is to consider the proposed amendment. The notice shall contain or be accompanied by a copy of the proposed amendment. The notice shall be given to each member not less than twenty-five (25) days nor more than sixty (60) days before the meeting. The amendment shall be adopted upon receiving more than two-thirds (2/3rds) of all votes entitled to be cast.

Amendments to the By-Laws may be made by a majority vote of the Directors at any Board meeting at which a quorum is present, provided that ten (10) days' written notice is given to the Directors of any proposed changes. The foregoing notwithstanding, By-Laws made by the members may not be altered or repealed by the Board of Directors without the consent of the members. Such consent shall be obtained in the same manner as herein above provided for an amendment to the Articles of Incorporation. Any By-Laws made by the Board of Directors may be repealed or changed, and new By-Laws made, by a majority vote of the members in good standing.

ARTICLE FIVE – DISSOLUTION

The Corporation may be dissolved at any time by recommendation of the Board of Directors, approved in writing by more than two-thirds (2/3rds) of the members in good standing. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, none of the assets of the Corporation shall be distributed to any member, but after payment of all lawful debts of the Corporation, its property and assets shall be given to a charitable organization or organizations of the kind described in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended, such organization or organizations to be selected by the Board of Directors.