

**BYLAWS**  
**OF**  
**Central New Hampshire Amateur Radio Club**  
**a New Hampshire Non Profit Corporation**

**ARTICLE 1**  
**OFFICES**

**SECTION 1. ADDRESS FOR CORPORATION**

The mailing address of this corporation is: CNHARC, PO Box 1112, Laconia, NH 03247-1112.

**ARTICLE 2**  
**NONPROFIT 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:

- (a) The promotion of interest in amateur radio communication and experimentation;
- (b) The establishment of amateur radio networks to provide electronic communications in the event of disasters or other emergencies;
- (c) The provision of noncommercial communication services as a public service for special events;
- (d) The furtherance of the public welfare;
- (e) The advancement of the radio art;
- (f) The fostering and promotion of noncommercial communication by electronic means throughout the world;
- (g) The fostering of education in the field of electronic communication;
- (h) The promotion and conduct of research and development to further the development of electronic communication;
- (i) The dissemination of technical, educational, and scientific information relating to electronic communication;
- (j) The printing and publishing of documents, newsletters, books, magazines, newspapers, and pamphlets necessary or incidental to any of the above purposes and;
- (k) All lawful objects for which nonprofit corporations may be established in the State of New Hampshire.

**ARTICLE 3**  
**STEERING COMMITTEE**

**SECTION 1. NUMBER**

The corporation shall have a minimum of five and a maximum of ten directors and collectively they shall be known as the Steering Committee. At least five of the Steering Committee members must not be related by blood or marriage. The Steering Committee, by majority vote at any regular meeting, may adjust the number of authorized Steering Committee Members within the above limits.

The elected Officers of the corporation are also Directors and members of the Steering Committee in addition to the number of directors specified in the previous paragraph.

**SECTION 2. QUALIFICATIONS**

Steering Committee members shall be of the age of majority in this state. Each Steering Committee member must be the holder of a valid Amateur Radio License of any class and a member of the Club in good standing. Steering Committee members shall not have more than four unexcused absences in a calendar year<sup>1</sup>.

**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 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 Steering Committee.

The Steering Committee may authorize a single, or series of related, unbudgeted expenditures up to \$500.00. Any single, or series of related, unbudgeted expenditures exceeding \$500.00 must be voted by the Membership at any regular or special meeting.

#### **SECTION 4. DUTIES**

It shall be the duty of the Steering Committee members 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 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. ELECTION AND TERM OF OFFICE FOR NON-OFFICER DIRECTORS**

Steering Committee members shall serve staggered three year terms beginning in June and until their successor are elected and qualified. All rights of a member in the corporation shall cease on termination of membership as herein provided.

#### **SECTION 6. COMPENSATION**

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

#### **SECTION 7. PLACE OF MEETINGS**

Steering Committee Meetings shall be held at the place designated from time to time by the Steering Committee.

#### **SECTION 8. REGULAR MEETINGS**

Regular meetings of the Steering Committee shall be held on the Monday following the monthly membership meeting at 7:00 PM or at such other time agreed to by the majority of the Steering Committee members present and voting. Regular Meetings are open to all members who may have voice without vote.

#### **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Steering Committee may be called by the President, the Vice-President, the Secretary, or by any two Steering Committee members. Such meetings shall be held at the place designated by the person or persons calling the special meeting. Special Meetings are open to all members who may have voice without vote.

#### **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 Steering Committee:

- (a) Regular Meetings. No notice need be given of any regular meeting of the Steering Committee.
- (b) Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each Steering Committee member of each special meeting of the Steering Committee. Such notice may be oral or written, may be given personally, by first class mail, by E-Mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or E-Mail notification, the director to be contacted shall acknowledge personal receipt of the facsimile or E-Mail notice by a return message or telephone call within twenty four hours of the first facsimile transmission.
- (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 waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of the majority of the members of the Steering Committee.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Steering Committee 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 12. MAJORITY ACTION AS STEERING COMMITTEE ACTION**

Steering Committee decisions shall be made by a majority of the directors present and voting at a meeting duly held, at which a quorum is present, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval.

#### **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Steering Committee shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the

directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Steering Committee, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. Voting by proxy shall not be permitted.

#### **SECTION 14. EXECUTIVE SESSION**

The Steering Committee may vote to recess into an Executive Session to discuss topics which may be sensitive in nature. However, any action to be taken must be voted in a subsequent open session.

#### **SECTION 15. VACANCIES**

Vacancies on the Steering Committee shall exist (1) on the death, resignation or removal of any Steering Committee member, and (2) whenever the number of authorized Steering Committee members is increased.

Any Steering Committee member may resign effective upon giving written notice to the President, the Secretary, or the Steering Committee, 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 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 Membership at any regular or special meeting called for that purpose. A person elected to fill a vacancy on the board shall hold office until the end of the term of the person whose vacancy is being filled or until his or her death, resignation or removal from office.

#### **SECTION 16. NON-LIABILITY OF DIRECTORS**

The Steering Committee members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The Steering Committee members and Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Steering Committee 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 one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Membership. Any two offices may be held simultaneously by the same person.

#### **SECTION 2. QUALIFICATIONS**

Any member of the organization holding a valid amateur radio license of any class may serve as officer of this corporation.

#### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected each year by the Membership at the regular membership meeting or by mail ballot in April, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by a two thirds vote of the entire Steering Committee, at any time. Any officer may resign at any time by giving written notice to the Steering Committee 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 Steering Committee relating to the employment of any officer of the corporation.

#### **SECTION 5. VACANCIES**

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies among the Officers may be filled by approval of the Membership at any regular or special meeting called for that purpose. A person elected to fill a

vacancy shall hold office until the next election of Officers or until his or her death, resignation or removal from office. 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 Membership shall fill the vacancy.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Steering Committee, 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 Steering Committee. Unless another person is specifically appointed as Chairperson of the Steering Committee, the President shall preside at all meetings of the Steering Committee and 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, or other instruments which may from time to time be authorized by the Membership.

#### **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 Steering Committee.

#### **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

- (a) 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.
- (b) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and meetings 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.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) 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.
- (e) Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) Exhibit at all reasonable times to any member 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.
- (g) 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 Steering Committee.

#### **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

- (a) 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 Steering Committee.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Steering Committee, taking proper vouchers for such disbursements.
- (d) 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.
- (e) Exhibit at all reasonable times the books of account and financial records to any member of the corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and Steering Committee members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (h) 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 of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Steering Committee.

#### **SECTION 10. COMPENSATION**

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

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. STANDING COMMITTEES**

The corporation shall have such Standing Committees as may from time to time be designated by resolution of the Steering Committee. These Standing Committees may consist of persons who are not also members of the Steering Committee and shall undertake tasks assigned by the Steering Committee and act in an advisory capacity to the Steering Committee. Standing Committees are appointed for the balance of the current term of the Officers.

Each standing committee shall have a chair appointed by the President. Standing Committee Chairs are encouraged to attend and participate at Steering Committee Meetings.

### **SECTION 2. AD HOC COMMITTEES**

The corporation shall have such Ad Hoc Committees as may from time to time be designated by resolution of the Steering Committee. These Ad Hoc Committees may consist of persons who are not also members of the Steering Committee and shall undertake tasks assigned by the Steering Committee and act in an advisory capacity to the Steering Committee. Ad Hoc Committees are appointed for a specific task usually of short duration.

Each Ad Hoc Committee shall have a chair appointed by the President. Ad Hoc Committee Chairs are encouraged to attend and participate at Steering Committee Meetings.

### **SECTION 3. NOMINATING COMMITTEE**

Steering Committee will appoint a three person Nominating Committee with no more than one member also being a member of the Steering Committee. The Nominating Committee will serve from the time it is appointed through the election the following April. The Nominating Committee will present nominations for Officers, Steering Committee and Audit Committee Members as needed for regular elections and special elections to fill vacancies should they occur.

### **SECTION 4. AUDIT COMMITTEE**

A two member Audit Committee will be elected annually by the Steering Committee utilizing nominations submitted by the Nominating Committee. No current Officer or Member of the Steering Committee may serve on the Audit Committee. The Audit Committee shall:

- (a) Review the records of receipts and disbursements and meeting minutes for the organization to assure the transactions are properly authorized and recorded.
- (b) Report the results of its audit activities to the Steering Committee at its regular meeting in February and to the Membership in March of each year.
- (c) Make recommendations to the Steering Committee for improvements in control over the organization's finances.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Membership, 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, 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 momentarily for any purpose or in any amount.

### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Steering Committee, or as otherwise required by law, checks, drafts, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer or the President of the corporation.

### **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 Steering Committee may select.

### **SECTION 4. GIFTS**

The Steering Committee may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit 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 the Steering Committee and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the 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 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 of the corporation at all reasonable times during office hours.

## **SECTION 2. CORPORATE SEAL**

The Steering Committee 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 Steering Committee member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every 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**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (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 Steering Committee 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 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.

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 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 510(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.

## **ARTICLE 9 CONFLICT OF INTEREST**

### **SECTION 1. CHARITABLE PURPOSE**

Officers and Steering Committee Members shall serve this organization only for the charitable purposes of this organization and not for other reasons in accordance with NH RSA 7:19II

### **SECTION 2. POTENTIAL CONFLICT OF INTEREST**

Any potential conflict of interest on the part of any Officer or Steering Committee Member shall be disclosed to the Steering Committee upon discovery.

### **SECTION 3. RESTRICTED TRANSACTIONS**

When a single transaction, or a series of similar transactions, involving any Officer or Steering Committee Member involves less than \$500.00 in any one calendar year, a two-thirds vote of the disinterested members of the Steering Committee is required for approval.

When a single transaction, or a series of similar transactions, involving any Officer or Steering Committee Member involves more than \$500.00 and less than \$5,000.00 in any one calendar year, a vote of the Membership is required for approval.

Single transactions or a series of similar transactions, involving any Officer or Steering Committee Member exceeding \$5,000.00 are not permitted.

## **ARTICLE 10 MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have individual and family memberships. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

### **SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this corporation are as follows:

- (a) Members should have an interest in Amateur Radio;
- (b) Members must annual pay dues in accordance with the schedule of dues from time to time set by the Membership.

### **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership by completing a Membership Form and submitting it to the Secretary along with the appropriate dues.

### **SECTION 4. FEES AND DUES**

The annual dues payable to the corporation by members shall be set from time to time by the Membership at any regular or special meeting.

### **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

### **SECTION 6. MEMBERSHIP DATABASE**

The corporation shall keep a membership Database containing the name and address of each member. Termination of the membership of any member shall be recorded in the database, together with the date of termination of such membership. Such database shall be kept at the corporation's principal office.

### **SECTION 7. NON-LIABILITY OF MEMBERS**

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

### **SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIPS**

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

## **SECTION 9. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

- (a) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (b) Upon a failure to renew his or her membership by paying dues within ninety (90) days of their due date.
- (c) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Steering Committee 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 proportional 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 11 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Steering Committee.

### **SECTION 2. REGULAR MEETINGS**

A regular meeting of members shall be held on the first Tuesday in April, at 7:00 PM., for the purpose of electing Officers and Steering Committee Members and transacting other business as may come before the meeting. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing Steering Committee Members shall be deemed a regular meeting.

Other regular meetings of the members shall be held on the first Tuesday of each month, at 7:00 PM. or at such other day or time determined by the Steering Committee and publicized to the membership.

### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall be called by the Steering Committee or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

### **SECTION 4. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. 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 records of the corporation, with postage prepaid. Personal notification includes notification by telephone, E-Mail or by facsimile machine, provided however, in the case of E-Mail or 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 Steering Committee Members or Officers are to be elected shall also state the names of all those who are nominees or candidates for election 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 the lessor of thirty (30) or one third of the voting members 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 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 member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by the raising of hands unless a written ballot is requested by the majority of voting members present. Election of the Steering Committee members and Officers, however, shall be by written ballot.



## **SECTION 8. ACTION BY WRITTEN BALLOT**

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- (a) Set forth the proposed action;
- (b) Provide an opportunity to specify approval or disapproval of each proposal;
- (c) Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
- (d) Shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

## **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Membership, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law. Voting by proxy shall not be permitted.

## **ARTICLE 12 AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the membership at any regular or special meeting provided written notice of the intention to amend the Bylaws has been provided to the membership at least one month prior to the meeting.

## **ARTICLE 13 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.

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Adopted as replacement Bylaws by two thirds vote on March 2nd, 1999

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<sup>1</sup> Article 3 Section 2 amended by majority vote of membership, Jan 5<sup>th</sup>, 2010