

STAMFORD AMATEUR RADIO ASSOCIATION, INCORPORATED

BY-LAWS

ARTICLE I

Name

The name of this Corporation shall be the Stamford Amateur Radio Association, Incorporated.

ARTICLE II

Purpose

The purposes for which this corporation is formed are:

- (1) The primary purposes are to operate a non-profit corporation for educational and scientific purposes as follows:
 - (a) To educate and increase the proficiency of its members in the science of radio communication.
 - (b) To provide for dissemination of information among its members concerning scientific advancement and progress in the field of radio communication.
 - (c) To organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service during periods of emergency.
 - (d) To encourage and sponsor experimental activities in, radio communication and electronics, to the end that skills and experience gained in amateur radio will further the application of electronics to the benefit of the public at large.
 - (e) To promote the elevation of standards of practice and ethics in the conduct of amateur radio communication.

To assist in carrying out these primary purposes, this Corporation maintains, and intends to continue to maintain, an active affiliation with the American Radio Relay League, Inc., of Newington, Connecticut, the national non-profit organization of amateurs.

- (2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Connecticut, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- (3) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The above notwithstanding, the corporation may take active political positions in matters that are directly and primarily related to the furtherance of amateur radio.

ARTICLE III

Non-Profit Purposes

This Corporation is organized pursuant to Chapter 33 of Title 33 of the Connecticut General Statutes as a non-stock, non-profit corporation. This Corporation does not contemplate pecuniary gain or profit to the members thereof, and it is organized for nonprofit purposes.

ARTICLE IV

Fiscal Year

The fiscal year of the Corporation shall commence on the first day of January and end on the 31st day of December.

ARTICLE V

Membership and Dues

Any individual interested in the activities and purpose of the Corporation may become a member of the Corporation upon

application and payment of dues as required.

The Board of Directors at the September meeting of the Board next preceding such year in which the dues shall become effective shall establish annual dues. Notice of any change in dues shall be made to the members of the Corporation at the October general meeting preceding the year in which such dues shall become effective. If approved by a majority of the membership at the November general meeting such dues shall become effective at the beginning of the next fiscal year.

If a majority of those voting on the matter at the November general meeting vetoes such dues as presented by the Board, the Board may present a new schedule of dues for vote at the December general meeting. If a majority at the December general meeting vetoes the proposed dues schedule the dues for the next fiscal year shall remain unchanged until such time as a majority vote of the membership at a general meeting shall approve a new dues schedule.

Dues are payable on the first day of the calendar year and non-payment by the end of the March general meeting shall be deemed to indicate the member wishes to be removed from membership in the Corporation.

Each member shall be entitled to cast one vote for each item to be voted on by the membership at any meeting.

ARTICLE VI

Notices and Voting

1. Notices

- (a) Except for votes at Special Meetings: the Corporation shall make notice to its members of items to be voted on at the general meeting preceding the scheduled vote. In addition, the Corporation shall post a notice of the item on its web site at least two calendar weeks before the vote and shall make a good-faith effort to notify the membership by email at least two calendar weeks before the vote by sending notification to each member's email address then registered with the Corporation.
- (b) For votes at Special Meetings: the Corporation shall post notice of the Special Meeting on its web site at least two calendar weeks before the meeting date and

shall make a good-faith effort to notify the membership by email at least two calendar weeks before the vote by sending notification to each member's email address then registered with the Corporation. Such notice shall state the date, time, place and purpose of the meeting.

2. Voting. Voting shall take place in person and by internet as follows:
 - (a) All members shall have the right to vote in person at the annual, general, or special meeting designated for a vote.
 - (b) In lieu of voting in person at an annual, general, or special meeting, a member may vote via the internet in the period of one calendar week prior to the scheduled meeting through 6pm Eastern of the Sunday following the meeting, as specified in section 3 of this article.

3. Internet Voting: To facilitate the ability of members to vote on items, the Corporation shall provide for internet-based voting in addition to voting in person at meetings. The mechanism established for internet voting may be by email or by secured polling such as that provided by Yahoo!Groups, and will be subject to the following:
 - (a) Any internet-based voting shall be based on the registered email address of each member. The registered email address will be the address provided in writing on the member's annual membership form. Only the member's registered email address shall be suitable for internet-based voting and only one such address shall be recognized per member.
 - (b) The above notwithstanding, the Corporation will make reasonable provisions for accepting email address changes in writing during the calendar year.
 - (c) The Corporation shall maintain a list of the registered e-mail addresses of the members, as provided by the members. It shall be each member's responsibility to provide his/her email address in writing and the Corporation shall bear no responsibility if a member has not provided such an email address or has not provided it in a reasonable manner with reasonable lead time prior to a vote.
 - (d) The Corporation's Secretary will maintain a record of

those members who have voted at a meeting in order to ensure that there is no duplication of voting with internet votes.

- (e) Once a member has voted (either by person or by email), that vote cannot be changed by subsequent email or in-person vote.
5. Any wording in this document concerning voting "...at..." a meeting or "... members present..." at a meeting shall be deemed to include internet-based voting as per the above.

ARTICLE VII

Meetings

1. The annual meeting of the Corporation shall be held in January, each year at such place and time and as the Board of Directors shall determine. The annual meeting shall be for the purpose of electing appropriate Officers, hearing committee and other reports and for the transaction of such other business as may be indicated in the notice or may be brought before it. The nominations for a slate of Officers as presented by the Nominating Committee shall be included in the notice of the annual meeting. At each annual meeting, the membership shall by majority vote approve a dollar limit that the Board may not exceed in any transaction during the fiscal year. Any transaction which exceeds this limit must be approved by majority vote of the members at any general or special meeting before the expenditure is made.
2. The President or Board of Directors can call for special meetings. Notwithstanding the foregoing, special meetings must be called by the President if ten percent of the membership in good standing shall by written petition request the President to do so and in said petition state the purpose for which the meeting is to be called
3. General meetings of the Corporation will be held on the first Thursday of each month, or at such other times and such places as the President shall designate. The general meetings are held to pursue the purposes of the Corporation in accordance with these By-Laws.
4. At each meeting of the members of the Corporation one-fifth of the membership in good standing shall constitute a quorum

- including those voting via the internet as specified in Article VI. Except as provided by these By-Laws a majority of the votes obtained at any meeting at which a quorum shall be obtained shall constitute an act of the members of the Corporation. If a quorum shall not be obtained at any annual or special meeting of the Corporation, the presiding officer may adjourn such meeting to a day and hour to be fixed by the presiding officer and notice of such new date shall be given to all members in accordance with the requirements of the By-Laws for notice of meetings.

ARTICLE VIII

Officers

1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and a Trustee. All Officers must hold valid amateur radio licenses. The Treasurer must be at least 18 years of age.
2. The Officers of the Corporation shall be elected by a majority vote of the members in good standing at the annual meeting of members. Each Officer shall be elected to fill a specific position. The Nominating Committee at the December general meeting will present candidates for each office. Any member in good standing may also present nominations for specific offices at the December meeting. Nominations will be closed with the end of the business portion of the December general meeting.
3. Each officer shall take office immediately upon election and shall serve a term of one year.
4. Any vacancy occurring among the Officers may be filled by majority vote of all the Directors then in office.

ARTICLE IX

Duties of the Officers

1. The President shall be the chief executive officer of the Corporation and the Chairman of the Board of Directors. The President shall have general supervision over carrying on the activities of the Corporation as directed by the Board of Directors. The President shall preside at all meetings

of the Board of Directors and at all meetings of the members. The President shall conduct the same according to the By-Laws and rules adopted. The President shall sign official documents on behalf of the Corporation unless otherwise provided and shall perform all the customary duties pertaining to the office of the President.

2. The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President. The Vice-President shall serve as coordinator of such committees and activities as the Board of Directors designates.
3. The Secretary shall keep a record of all meetings, maintain a roster of members, submit applications for membership, carry on correspondence, send all required notices, maintain all necessary records and perform all other legal duties of Secretary. The Secretary shall also serve as Historian of the Corporation. At the expiration of his/her term, he/she shall turn over all records to his/her successor.
4. The Treasurer shall have charge of the funds of the Corporation and shall keep the moneys of the Corporation on deposit in the name of and to the credit of the Corporation in a bank or trust company approved by the Board of Directors. The Treasurer shall disburse the funds as directed by the Board of Directors and shall report the financial condition of the Corporation at the annual meeting of members and of the Board of Directors and from time to time during the year as requested by the President. At the expiration of his term he/she shall turn over all records and funds to his/her successor.
5. The Trustee shall be responsible for the legal operation of the Corporation owned amateur radio station licensed in the Trustee's name by the Federal Communications Commission. In all matters pertaining to the legal operation of the station, the Trustee's decisions shall be final.

ARTICLE X

Board of Directors

1. The management of the activities and control of the affairs, funds, and property of the Corporation shall be vested in a Board of Directors.

2. The Board of Directors shall be comprised of the five Officers of the Corporation plus Directors at Large.
3. Directors At Large.
 - (a) The Board of Directors may by majority vote create positions of Director At Large.
 - (b) Each existing Director at Large position shall be nominated and elected in the same manner and at the same time as are the Officers of the Corporation.
 - (c) The Nominating Committee at the December general meeting will present candidates for each Director At Large position then in existence. Any member in good standing may also present nominations for specific Director At large positions at the December meeting.
 - (d) Each Director At Large shall serve until the next Annual Meeting.
 - (e) Any vacancy occurring among the Directors At Large may be filled by majority vote of all the Directors then in office.
4. The Board of Directors may by a majority vote of the Entire Board remove from office any Officer or Director At Large because of unexcused absence from three or more consecutive meetings, whether they be general, special or annual meetings, or neglect of that person's official duties.
5. The Board of Directors shall by standing rule designate a time and place for holding of regular meetings of the Board. These meetings shall be open to all members of the Corporation and shall be held in a generally accessible location. The Board of Directors shall meet on call by the President upon five days notice designating the date, time, and place of the meeting. The President shall be required to call a meeting upon the request of three or more Directors and if the President fails to call a meeting within five days after such a request the same may be called by three or more Directors upon five days notice subscribed by such Directors. Failure to provide five days notice prior to any meeting of the Board of Directors shall not impair the validity of any action taken, provided a written waiver is signed by all the Directors.
6. The Chairman of the Nominating Committee shall have the right to attend all meetings of the Board of Directors as an

observer only and shall be notified of such meetings as required under the preceding paragraph 5.

7. The Board of Directors shall prepare an annual operating budget, which shall be presented to the membership for approval. The annual operating budget shall be presented at the Annual Meeting, and shall be presented before the election of the Officers and Directors At Large.

ARTICLE XI

Committees

The President shall, at the first meeting of the Board of Directors, with the approval of the Board, choose the chair of the following committees whose responsibilities shall be as indicated. Committees with no relevant function need not be filled.

1. Education Committee - The Education Committee shall conduct courses in the elements required by the Federal Communications Commission necessary to obtain an amateur radio license.
2. Interference Committee - The Interference Committee shall assist members in the resolution of radio frequency interference complaints involving the amateur radio service.
3. Nominating Committee - The Nominating Committee shall present at the annual December general meeting of the members a slate of officers to be considered for election pursuant to the provision of these By-Laws.
4. Program Committee - The Program Committee shall, through the presentation of lecturers at general meetings, provide for the education and expansion of the proficiency of the members in the science of radio communication as well as provide for the dissemination of information among the members concerning scientific advancement and progress in the field of radio communication.
5. Public Service Committee - The Public Service Committee shall organize and train units of licensed radio amateurs capable of maintaining radio communication as a public service during periods of emergency or at such

times as will benefit the public interest.

6. Communications Committee - The Communications Committee shall provide communications of interest to the members, to non-member amateur radio operators, and to the general public. The chair of the Communications Committee shall appoint a webmaster to operate the Corporation's official web site. Nothing in this document shall be considered to exclude the Chair of the Communications Committee from also serving as the webmaster, and nothing in this document shall be considered to require or prohibit the publication of a monthly newsletter.
7. Technical Committee - The Technical Committee shall be responsible for the maintenance and repair of all radio communication equipment owned by the corporation.

The President shall with the approval of the Board, designate such additional committees as shall become necessary from time to time and nominate, with the approval of the Board, the chair of each such committee. The President with the approval of the Board shall appoint a replacement to fill a vacancy in the chair of a committee.

ARTICLE XII

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and scientific purposes, and no part of its net income or assets shall ever inure to the benefit of any Director, Officer or member thereof or to the benefit of any private individual.

Upon the dissolution or winding up of this Corporation its assets remaining after the payment of or provision for the payment of, all debts and liabilities shall be distributed to The American Radio Relay League, Inc.. if it is then in existence and exempt under Section 501 (c) (3) of the Internal Revenue Code; but if it is not then in existence or exempt, to another organization which is organized and operated exclusively for educational and scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XIII

Amendments to By-laws

These By-Laws may be amended by a two-thirds majority vote of all members present in good standing at any annual or special meeting of the members, providing, however, that the substance of the proposed amendment shall be set forth in a notice of such meeting.

ARTICLE XIV

Rules of Order

Robert's Rules of Order shall be parliamentary authority at all meetings of members and the Board of Directors.

Adopted: December 3, 2009