

CONSTITUTION AND BY-LAWS OF THE Cape Cod Amateur Radio Association.

ARTICLE I - NAME:

The name of the corporation is:

The Cape Cod Amateur Radio Association.

ARTICLE II - PURPOSES:

The primary 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 communications.

(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 communications as a public service during periods of emergency.

(d) To encourage and sponsor experimental activities in radio communications and electronics, and to the end that skills and experience gained in amateur radio will further the application of electronics at large.

(e) To promote the elevation of standards of practice and ethics in the conduct of amateur radio communications.

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 Conn., the national non-profit organization of radio amateurs.

(2) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under chapter 180 of the general laws of Massachusetts, 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.

#### ARTICLE III - DEDICATION OF ASSETS:

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

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (d) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IV - HEADQUARTERS:

The principal office of the corporation shall be in the town of Barnstable, Barnstable County, Massachusetts.

#### ARTICLE V - CORPORATE SEAL:

This corporation shall have a seal in such form as the Board of Directors shall from time to time determine, which may be changed or altered at the pleasure of the Board of Directors.

#### ARTICLE VI - MEMBERSHIP:

Any licensed amateur radio operator-or any person interested in amateur radio shall be eligible for membership in this corporation. Candidates for membership shall sign a written application and submit the same to this corporation at its first meeting after its first meeting after such application has been submitted. A majority vote of the members at such meeting shall be necessary for admission. Such person voted to membership shall then be admitted to the corporation as a member upon payment of annual dues.

#### ARTICLE VII - SUSPENSION OR EXPULSION OF MEMBERS:

A member may be expelled from the corporation or suspended for any period of time by a majority vote at any regular or special meeting of the corporation. Suspension of any member shall be automatic upon non-payment of three regular assessments or dues but in such case the reinstatement shall be made without vote on payment of all assessments or dues then in arrears.

#### ARTICLE VIII - OFFICERS:

The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors shall consist of the four aforementioned officers and an additional **five** directors. If additional directors are deemed desirable the total number of board members must be an odd number. There shall also be such subordinate officers as the Board of Directors shall from time to time appoint, with such duties and powers and for such terms of offices as the Directors may designate. However, no member shall be eligible for office in this corporation unless he or she is the holder of a renewable amateur radio license.

Nominations for office in the corporation shall be made at a regular meeting of the corporation preceding the annual meeting. The members of the corporation at their annual meeting in each year shall choose by ballot a Board of Directors, a President, a Vice President, a Secretary, a Treasurer. All of said officers shall hold their respective offices for one (1) year and thereafter until their successors are elected and qualified, subject however, to removal at any time by a three-quarters vote of the total enrolled corporate members-, such vote to be taken at any regular or special open meeting of the corporation, the notice of which shall contain the full statement of the purpose of calling such meeting.

#### ARTICLE IX RESIGNATION OF OFFICERS:

Any Director or other officer may resign by giving written notice to the Board of Directors, or to the President or Secretary, and upon the acceptance of the resignation by the Board of Directors, the office shall be vacant.

#### ARTICLE X - VACANCIES:

Vacancies in any of the said offices shall be filled by the Directors in office for the time being, or any vacancies on the Board of Directors may be filled by the members at a meeting duly called for that purpose. The person or persons chosen to fill any vacancy or vacancies shall for the unexpired balance of the term for which his predecessor was chosen. In case any officer of the corporation shall be temporarily absent, or unable to perform his duties, the Board of directors may appoint a person to act in his place during such absence or disability, and may give such a person either the full powers of such officer, or such portions thereof as they shall think fit.

#### ARTICLE XI - POWERS OF DIRECTORS:

The property, affairs and business of the corporation shall be managed by the Board of Directors who may exercise all such powers of the corporation as are not by law required to be otherwise exercised or as limited herein. The said Board of Directors shall be empowered and they hereby are empowered to do all things calculated and designed to accomplish and further any of the purposes and aims set forth in the charter of this corporation, except however, they shall not be empowered to levy assessments against the members. Assessments shall be made by a majority of the members of the corporation present at any regular or annual meeting.

The Directors may, from time to time, delegate any of their powers or duties to committees or officers subject to any regulations imposed by the Board.

#### ARTICLE XII - QUORUM OF DIRECTORS:

A majority of the Directors in office for the time being shall constitute a quorum for the transaction of business.

#### ARTICLE XIII - MINUTES AND STATEMENTS:

The Board of Directors shall cause minutes to be kept of their proceedings and those of the members and at the annual meeting and at any other time when required by the members, the Board shall present a statement of the assets and liabilities of the corporation and of the condition of its affairs.

#### ARTICLE XIV - DUTIES OF THE PRESIDENT:

The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the Board of Directors and of the members. He shall see that all orders and resolutions of the Board are carried out and complied with and shall discharge all duties imposed by law on the President of the corporation. He shall have the right with the Treasurer to disburse funds of the corporation as ordered by the Board of Directors, or executive committee if appointed by the Directors. It shall further be the duty of the president, with the approval of the Board of Directors, to recommend a budget for the annual operating expenses of the association; said budget to be effective upon vote of a majority of the members present at any annual, special, or general meeting of the association.

#### ARTICLE XV - DUTIES OF THE VICE-PRESIDENT:

The Vice-President shall assist the President in the performance of his duties and shall act in place of the President when the President is absent or unable to perform his usual duties.

#### ARTICLE XVI - DUTIES OF THE SECRETARY:

The Secretary shall keep the records of the corporation and members, shall give notice of all meetings in the manner prescribed by these by-laws, shall have the custody of the record books, and shall discharge all other duties properly appertaining to his office as Secretary and which may be imposed upon him by the Board of Directors.

#### ARTICLE XVII - DUTIES OF THE TREASURER:

The Treasurer shall have charge of the corporation's financial affairs and shall have custody of its money and securities. He shall deposit all moneys and valuables in the name of and to the credit of the corporation in such depositories as shall be determined by the Board of Directors. He shall, together with the President, disburse the funds of the corporation as ordered by the Board, or executive committee. The Board or executive committee may require that any or all checks drawn on the funds of the corporation be signed by the President and Treasurer. He shall keep or cause to be kept, the corporation's accounts in suitable books open to any member where in any transaction shall be recorded and shall render to the President and Directors at regular meetings of the Board or when they require it, an account of his transactions as Treasurer, and of the financial condition of the corporation, and shall discharge all other duties appertaining to his office or which may be attached thereto by the Board of Directors.

#### ARTICLE XIII - ANNUAL MEETING OF THE CORPORATION:

The annual meeting of the corporation for the election of Directors and other officers and for the transaction of such other business as shall properly come before the meeting, shall be held at the hour stated in the notice of meeting in the month of January. The annual meeting shall be held at the principal business office of the corporation in the Commonwealth of Massachusetts. In case the annual meeting shall not be duly called and held, the Board of Directors shall call a special meeting in lieu thereof and for the purpose of such annual meeting and such proceedings at such special meeting shall have the same force and effect as at the annual meeting. The fiscal year of the corporation shall end on the 31st day of December.

#### ARTICLE XIX - SPECIAL MEETINGS OF THE MEMBERS:

Special meetings of the corporation for any purpose other than those regulated by statute shall be called by the Secretary whenever the Board of Directors or the president shall order it, or upon the written request of ten or more members, which request shall be directed to the President or Secretary, and such request shall state the time and place and purpose of such meeting.

#### ARTICLE XX - QUORUM OF MEMBERS:

Upon due notice to all members as delineated in ARTICLE XXI, a quorum at any annual, special, or regular meeting of the association shall consist of those members present.

#### ARTICLE XXI - NOTICE OF MEMBER'S MEETINGS:

Notice of the annual meeting and special or regular meetings of the members shall be given by the Secretary by mailing or delivering to each member entitled to vote at least seven days before the day fixed for the meeting, a notice stating the place, day, and hour, and purpose of the meeting. The notice so mailed shall be directed to each member at the last address given by him to the Secretary and every member shall for all purposes be deemed to have received notice of a meeting in due season if the said notice be mailed as aforesaid to his last address or if he shall be present.

#### ARTICLE XXII - MEETINGS OF DIRECTORS:

Regular meetings of the Board of Directors may be held and shall be called by the Secretary whenever the President or any two Directors shall so request, and three days notice of such meetings shall be given, unless notice is waved by all of the Directors, but the action of a quorum of the Board of Directors at any meeting shall be valid notwithstanding any defect in the notice of such meeting.

#### ARTICLE XXIII - VOTING:

At all meetings of the corporation every duly registered member present shall be entitled to one vote.

#### ARTICLE XXIV - AMENDMENT OF BY-LAWS:

Upon due notice to all members as delineated in ARTICLE XXII, these by-laws may be amended, altered, or repealed by a two-thirds vote of those members present and voting, and by those members not present but voting by absentee ballot received by the association prior to the meeting at which the vote was counted. However, proposals for such amendment must have been submitted at a previous regular meeting of the association in order for the amendment to be ready for a vote.

#### ARTICLE XXV - RULES FOR CONDUCT OF MEETINGS OF THIS

CORPORATION: The Roberts Rules of Order shall prevail and govern all proceedings of this corporation.