

BY-LAWS
OF THE
MAINE AMATEUR RADIO FOUNDATION
INCORPORATED

ARTICLE I

1.

The name of this organization is **The Maine Amateur Radio Foundation, Incorporated.**

2.

The seal of the organization shall be circular in form and shall bear on its outer edge the words "The Maine Amateur Radio Foundation, Incorporated" and in the center, the words and figures "Corporate Seal 2018 Maine." The Board of Directors may change the form of the seal or the inscription thereon at their pleasure.

3.

The principal office of the organization shall be in Kennebec County, Maine.

ARTICLE II

Purpose

The purpose of this organization is to support amateur radio throughout the state of Maine. This will be accomplished by providing technical, physical and/or financial assistance to those persons or organizations, residing within the State of Maine, who operate amateur radio facilities, support services or operator training open to the amateur radio community or in support of community emergency response or non-emergency events. At all times the activities of the organization shall be limited to those which support these or such other exempt purposes as set forth in section 501 (c)(3) of the Federal Tax Code.

ARTICLE III

Members

1.

Membership in the Organization is open to any person who has met the following requirements:

- a. They are a properly licensed amateur radio operator.
- b. They have paid and are otherwise current in their payment of dues amounts as set from time to time by the Board of Directors.

2.

Members shall have the right and responsibility to participate in the annual meeting of the Organization.

3.

Every member present at the Annual or other meeting of the Organization shall have the right to cast one vote with regard to each election. There shall be no delegating of votes.

4.

All members are eligible for election as officers or as Board members. To be considered for election a member must be nominated by at least one other member in good standing and he/she must publicly agree to that nomination and to serve if elected.

5.

Any member may have his/her membership terminated by the affirmative, majority vote of the Directors at any regular or special meeting called for that purpose, for malfeasance, or misfeasance, for conduct detrimental to the interests of the organization or repeated violation of FCC regulations. Any member proposed to be terminated shall be entitled to at least five (5) days' notice in writing, by U.S. Postal mail, of the meeting of the Board of Directors at which such termination is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Membership termination procedures may be initiated by petition of any two Board members or any five general members of the Organization.

ARTICLE IV

Directors

1. Election and Term of Directors.

Directors shall be elected to terms of five (5) years, except that a Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office. Directors shall be elected at annual meetings of the Organization by a majority of the members in attendance at that meeting. The initial election of Board members shall be for a single member to serve each of the following terms: 1 year, 2 years, 3 years 4 years and 5 years. Thereafter the election shall be for one member to serve a five-year term and such other elections necessary to fill vacant, unexpired positions on the Board.

2. Number/Qualification.

The Board of Directors shall consist of five members. Newly elected directors shall take office immediately upon election. Board membership is limited to those persons who are fully qualified members of the Organization at the time of their election and who remain fully qualified members throughout their term of office.

3. Resignation.

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Resignations will be effective upon the date indicated by the resigning Director, and shall be effective without requirement of acceptance.

4. Notice of Board Meetings.

Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director before or after the meeting. In any fiscal year the Board may, by unanimous vote, agree to substitute electronic mail (email) for postal mailing. That decision shall be valid for the fiscal year in which the vote shall be taken only and will require future, annual votes effecting any additional fiscal year. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

5. Electronic Meetings.

Electronic discussion and votes may be held by the Board of Directors under the following guidelines paralleling the procedures used for regular meetings. All board members must receive notification of the topic of discussion and all necessary background material at least three days before any action is taken. All board members shall have full opportunity to respond to the topic, ask questions, receive clarifications, and communicate with other board members before any action is taken. Once discussion on the topic is completed, if desired, a motion will be made and if forthcoming, a second will be made. Discussion is reopened on the motion. Once discussion is completed, the Board President will call for a vote and all votes will be directed to the Board Secretary for tabulation. The Board Secretary will announce the vote to the board. At the next regularly scheduled board meeting, all electronic votes and their documentation will be entered into the minutes of that meeting.

6. Place of Meeting.

The Board of Directors may designate any place, within the State of Maine, as the place of any member or Board meeting except that the annual meeting shall take place within Kennebec County, Maine.

7. Voting.

At every physical or electronic meeting of Directors each Director shall be entitled to one vote. Upon the demand of any Director, the vote upon any question before the meeting, shall be by ballot.

8. Meeting Participation Without Physical Presence.

Any one or more members of the Board or any Committee thereof may participate in a meeting of such Board or Committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

9. Chairperson.

At all meetings of the Board of Directors the President or Vice President, or in their absence a Chairperson chosen by the Directors present, shall preside. The President, Vice President or Chairperson shall have the right to vote for purposes of breaking a tie vote of the Board only.

10. Quorum.

At all meetings or votes of the Board of Directors, the presence of at least a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a

quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting to some future time.

11. Compensation.

Directors and all officers shall serve on a voluntary basis without compensation for their services. By vote of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board.

12. Powers.

All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to Committees of their own number, or to Officers of the organization, such powers as they may see fit.

13. Duties.

The Board of Directors, pursuant to Section 519 of the Not-For-Profit Organization Law, shall direct the President and Treasurer to present at the annual meeting of the Board and file with the minutes thereof a report, verified by the President and Treasurer, or by a majority of the directors, showing (a) the assets and liabilities, including the trust funds, of the organization as of the end of the fiscal year; (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report; (c) the revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report.

14. Removal of Directors.

Any Director may be removed from office by the affirmative vote of two-thirds of the Directors at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the organization, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Director proposed to be removed shall be entitled to at least five (5) days' notice in writing, by U.S. Postal mail, of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Removal procedures may be initiated by petition of any two Board members or any five general members of the Organization.

ARTICLE V

Officers

1. Number:

The Officers of the Organization shall be the President, Vice President, Secretary, and Treasurer, and such other Officers with such powers and duties not inconsistent with these by-laws as may be appointed and determined by the Board of Directors. Any two offices, except President and Secretary, or President and Vice President may be held by the same person.

2. Election:

All officers shall be elected by the Members at the annual meeting.

3. Term of Office:

Officers shall be elected for three-year terms. All newly elected officers shall take office on the first day following the annual meeting at which they were elected. There shall be no restriction on the number of successive terms that an officer may serve.

4. Vacancies:

In the event that any office of the organization becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office shall elect a new Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the annual meeting of the Organization next succeeding and until the election of a successor.

5. President:

The President shall, if present, preside at each meeting of the Board and shall be an ex-officio member of all committees of the Board. The President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him/her by the Board. The President shall also have the power to authorize the proper Officer to sign all contracts and all other obligations of the Organization. In the event of the absence or temporary disability of the President, the Vice President shall perform the duties of the President. If the President resigns, dies or becomes totally incapacitated, he/she shall be succeeded by the Vice President.

6. Vice President:

During the absence or incapacity of the President, the Vice President shall perform the duties of the President, and when so acting, he/she shall have all the powers and be subject to all the responsibilities of the office of President, and shall perform such duties and functions as the board may prescribe.

7. Secretary:

The Secretary shall keep the minutes of all meetings of the Organization and shall issue the call for such meetings. The Secretary shall keep a roll of the Members and Directors and take care of all correspondence and papers belonging to the Organization.

In the event of the Secretary's absence or disability, the Vice President shall perform the duties of the Secretary. If the Secretary resigns, or becomes totally incapacitated, the Secretary shall be succeeded by the Treasurer, who shall become Secretary/Treasurer for the remainder of the fiscal year.

8. Treasurer:

The Treasurer shall keep or cause to be kept the accounts of the Organization, and shall collect or direct the collection of all monies belonging to or due the Organization and shall deal with the same under the direction of the Board of Directors. The Treasurer shall have the authority to sign all checks and withdraw funds of the Organization, but may delegate this authority to the proper officer. The Treasurer shall provide each Board member and officer with a detailed financial report on a monthly basis. The Treasurer shall submit a complete financial report to the Board of Directors not less than thirty (30) days prior to each Annual Meeting.

If the Treasurer resigns, or becomes totally incapacitated, the Treasurer shall be succeeded by the Secretary, who shall become Secretary/Treasurer for the remainder of the fiscal year.

9. Removal:

Any Officer may be removed from office by the affirmative vote of the Directors at any regular or special meeting called for that purpose, for malfeasance, or misfeasance, for conduct detrimental to the interests of the organization, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five (5) days' notice in writing, by U.S. Postal mail, of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Removal procedures may be initiated by petition of any two Board members or any five general members of the Organization.

ARTICLE VI

Committees

1. Executive Committee:

By vote by a majority of the entire board authorizing the same, the Board of Directors may designate from its numbers an Executive Committee organized and with such responsibilities and members of the Board of Directors as such resolution may prescribe.

Meetings of the Executive Committee shall be held when called by the Board and at such times and places as the Executive Committee shall determine. The Board may, by resolution, designate Directors to act as alternate members of a Committee to replace absent members at meetings of the Board. Each committee shall keep minutes of proceedings and report to the Board.

2. Advisory Committee(s):

The Board of Directors may appoint from their number, or from among such persons as the Board may see fit, one or more Advisory Committees, and at any time may appoint additional members thereto. The members of any such Committee shall serve during the pleasure of the Board of Directors. Such Advisory Committees shall advise with and aid the Officers of the organization in all matters designated by the Board of Directors. Each such Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the Committee and other matters relating to its procedure.

The members of any Advisory Committee shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such Committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an Advisory Committee rendering unusual or exceptional services to the organization, special compensation appropriate to the value of such services.

3. Audit Committee:

The Audit Committee shall consist of two general members and one director of the organization, appointed annually by the President with the approval of the Board of Directors. The committee shall select one of their number to serve as chairman of that committee. The committee shall, review the records of the Treasurer for accuracy and completeness and report their findings to the Board of Directors within sixty (60) days of the close of each fiscal year.

ARTICLE VII

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the organization with such powers and to perform such acts or duties on behalf of the organization as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent authorized or permitted by law.

ARTICLE VIII

Contracts

The Board of Directors, except as in these by-laws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no Officers, agent, or employee shall have any power or authority to bind the organization by any contract or engagement, or to pledge its credit, or render it liable for any purpose or to any amount.

ARTICLE IX

Investments

The organization shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the organization if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X

By-Law Amendments

The Board of Directors shall have the power to propose, to the organization's membership, alterations, amendments, or repeal of the by-laws of the organization by affirmative vote of a

majority of the Board, provided, however, that the action is proposed at a non-electronic, regular or special meeting of the organization and adopted by a majority of the members at a subsequent regular meeting, except as otherwise provided by law.

ARTICLE XI

Exempt Activities

Notwithstanding any other provision of these by-laws, no Director, Officer, employee, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

Dissolution

Upon recommendation of two thirds of the Board of Directors and confirmation by affirmative vote of two thirds of those members in attendance and voting at any regular or special meeting of the membership, this organization shall be considered dissolved.

All remaining assets of the organization shall be transferred to another not-for-profit organization with a similar purpose in accordance with section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Kennebec county, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: January 27, 2018