

BYLAWS
OF
TRI-STATES AMATEUR RADIO CLUB, INC
INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA

Effective January 8, 1998

Amended September 14,2000

TRI-STATES AMATEUR RADIO CLUB, INC

TABLE OF CONTENTS

ARTICLE ONE

Name, Location, and Offices 1

1.1 Name 1

1.2 Registered Office and Agent 1

1.3 Other Offices 1

ARTICLE TWO

Purposes and Governing Instruments 1

2.1 Nonprofit Corporation 1

2.2 Charitable Purposes 1

2.3 Governing Instruments 2

ARTICLE THREE

Board of Directors 2

3.1 Authority and Responsibility of the Board of Directors 2

3.2 Composition of Regular Board of Directors 3

3.3 Manner of Election and Term of Office 3

3.4 Removal 4

3.5 Vacancies

ARTICLE FOUR

Meeting of the Board of Directors 4

4.1 Place of Meetings 4

4.2 Annual Meeting: Notice 4

4.3 Regular Meetings: Notice 5

4.4. Special Meetings: Notice 5

4.5 Waiver 5

4.6 Quorum 5

4.7 Vote Required for Action 5

4.8 Telephone and Similar Meetings 5

4.9 Adjournments 7

ARTICLE FIVE
Notice and Waiver 6

5.1 Procedure 6

5.2. Waiver 7

ARTICLE SIX
Officers 7

6.1 Number and Qualifications 7

6.2 Election and Term of Office 7

6.3 Other Agents 7

6.4 Removal 8

6.5 Vacancies 8

6.6 President 8

6.7 Vice President 8

6.8 Secretary 8

6.9 Treasurer 9

ARTICLE SEVEN
Committees of Directors

7.1 Committees of Directors 9

7.2. Special, Standing, Advisory and Other Committees 9

7.3. Term of Appointment 9

7.4 President 10

7.5 Vacancies 10

7.6 Quorum 10

7.7 Rules 10

ARTICLE EIGHT

Contracts, Checks, Deposit, and Funds 10

8.1 Contracts 10

8.2 Checks, Drafts, Notes, Etc 10

8.3 Deposits 10

8.4 Gifts 10

ARTICLE NINE

Indemnification and Insurance 10

9.1 Indemnification 10

9.2 Indemnification Not Exclusive of Other Rights 11

9.3 Insurance 11

ARTICLE TEN

Miscellaneous 11

10.1 Books and Records 11

10.2 Corporate Seal 11

10.3 Fiscal Year 11

10.4 Internal Revenue Code 11

10.5 Construction 12

10.6 Table of Contents; Headings 12

10.7 Relation to Articles of incorporation 12

ARTICLE ELEVEN

Amendments 12

11.1 Power to Amend Bylaws 12

11.2 Conditions 12

ARTICLE TWELVE

Tax-Exempt Status 12

12.1 Tax Exempt Status 12

ARTICLE THIRTEEN

MEMBERSHIP AND MEMBER CLASSIFICATION 13

13.1 Classes of Members. 13

13.1.1 A Full Member shall: 13

13.1.2 A Family Member shall: 13

13.1.3 An Associate Member shall: 13

BYLAWS
OF
TRI-STATES AMATEUR RADIO CLUB, INC.

ARTICLE ONE

Name, Location and Offices

1.1 Name. The name of this corporation shall be “Tri-States Amateur Radio Club, Inc.” which may be abbreviated “TSARC, Inc., hereinafter “Corporation”

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the Corporation shall be located in Walker County, Georgia. The Corporation may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the Corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code as contained in Article 14, Chapter 3 of the Official Code of Georgia Annotated (the “Code”).

2.2 Charitable Purposes. The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, are exclusively charitable, educational, and scientific within the meaning of section 501©(3) of the Internal Revenue Code, In furtherance of such purposes, the corporation shall have full power and authority to perform actions including, but no necessarily limited to, the following:

(a) Acquire by purchase, lease, donation, or otherwise, and to improve and develop real property, and to sell and rent the same;

(b) Buy, sell mortgage, exchange, lease, let, hold for investment, or otherwise, and to use and operate real property of all kinds, improved and unimproved, and any right of interest therein;

(c) Receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments o the corporation, as the same shall be amended from time to time;

(d) Solicit gifts, grants, and contributions and otherwise to raise funds to support and advance the charitable, educational, and scientific programs and activities of the corporation a provided above and in the Corporation’s ByLaws;

(e) Perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or Conducive, directly or indirectly, as determined by the Board of Directors, to carry

out any of the purposes of the Corporation, as set forth in these Articles of Incorporation and the Corporation's Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

2.3 Governing Instruments. The Corporation shall be governed by its articles of incorporation and These bylaws.

ARTICLE THREE Board of Directors

3.1 Authority and Responsibility of the Board of Directors.

3.1.1 The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the Corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court Decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

3.1.2 The governing body of the Corporation shall be the Board of Directors. The Board of Directors:

(a) shall have supervision, control, and direction of the management, affairs, and property of the Corporation;

(b) shall be responsible for establishing policies or changes therein; and

(c) shall actively prosecute its purposes and objectives and supervise the disbursement of its funds.

3.1.3 The Board of Directors may adopt, by majority vote, such rule and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the Corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

3.1.4 The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

3.1.5 The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies, formulating programs, planning and for carrying out the purposes and functions of the Corporation.

3.1.6 The Board of Directors is authorized to employ such person or persons, including attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

3.2 Composition of Regular Board of Directors.

3.2.1 The regular Board of Directors of the Corporation shall consist of at least seven (7) members, which number shall be set, from time to time, by the Board of Directors of the Corporation. The composition of the Board of Directors of the Corporation shall be subject to the following requirements:

(a) Each member of the Board of Directors shall be a licensed amateur radio operator and a Full Member or Family Member of the Corporation.

(b) In no event shall any two or more members of the Board of Directors be members of the same

immediate family. Immediate family, for purposes of this Subsection, is defined as spouse-spouse, parent-child, or sibling-sibling.

3.2.2 Members of the Board of Directors of the Corporation shall be elected by the Full Members and Family Members of the Corporation.

3.3 Manner of Election and Term of Office. Except as provided in Section 3.2 above, the regular directors of the Corporation shall be elected by the full members and Family Members of the Corporation and each director so elected shall continue in office for a term of three (3) years and thereafter until his or her successor shall have been elected and shall have qualified or until his or her Earlier death, resignation, retirement, disqualification, or removal. However, when the first regular Board of Directors is elected as provided is Section 3.2 above, two (2) of the directors then elected shall serve for an initial term of one (1) year, two (2) of the directors then elected shall serve for an initial term of two (2) years, and three (3) of the directors then elected shall serve for an initial term of three (3) years, Thereafter, directors shall be elected for terms of three (3) years- and the terms of the directors shall be staggered so that the terms of not less than two (2) are expiring in any one year. There shall be no limitation on the number of successive terms of office for which a director may serve.

3.4. Removal. Any director may be removed, either for or without cause, by the affirmative vote of the majority of the Full Members and Family Members of the corporation present at a called meeting of the Corporation. Notice of such action shall be given to all current dues-paid members, pursuant to the notice provisions contained elsewhere herein, at least 14 days prior to such removal action. The Secretary under the direction of the president shall notify effected board members by certified mail. Ten (10) days shall be allowed in which to reply as to why he or she should not be removed.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of any increase in the number of directors, may be filled for the unexpired term by an affirmative vote of the majority of the Board of Directors of the Corporation present at the meeting of the Corporation at which such election shall take place, provided, however, that notice of such election shall have been given to all current dues-paid members, pursuant to the notice provisions contained elsewhere herein, at least 14 days prior to such election. Each director so elected shall hold office until the expiration of his or her term and the qualification of his or her successor or until his or her earlier death, resignation, retirement, removal or disqualification.

3.6 Vote Required for Election (non-vacancy). The vote required for election shall be the affirmative vote of a majority of the Full Members and Family Members of the Corporation present at a meeting of the Corporation at which an election shall take place, provided, however, that notice of such election shall have been given to all current dues-paid members, pursuant to the notice provisions contained elsewhere herein, at least 14 days prior to such election.

ARTICLE FOUR

Meetings of the Board of Directors

4.1. Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

4.2. Annual Meeting: Notice. An annual meeting of the Board of Directors may be held at the principal office of the Corporation or at such other place as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the secretary or the secretary's designee not less than two (2) nor more than thirty (30) days before such annual meeting. Such notification shall be by such means as deemed appropriate by the Board of Directors and shall be reasonably calculated to provide actual or constructive notice of said meeting to all members of the Corporation.

- 4.3. Regular Meetings: Notice.** Regular meetings of the Board of Directors shall be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given to directors by the secretary or the secretary's designee not less than two (2) nor more than thirty (30) days before such regular meeting. Such notification shall be by such means as deemed appropriate by the Board of Directors and shall be reasonably calculated to provide actual or constructive notice of said meeting to all members of the Corporation.
- 4.4 Special Meetings: Notice.** Special meetings of the Board of Directors may be called by or at the request of the chair or by any two (2) of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given to the directors by the secretary or the secretary's designee either personally or by telephone at least twenty-four (24) hours before such meeting or by mail at least twenty-four (24) hours before such meeting. (If by mail, then the meeting cannot be held until twenty-four (24) hours after the effective date of the notice as provided by paragraph 5.1 of these bylaws.) All actions taken by the Board of Directors at any such special meeting shall be included in the Minutes of the Corporation which shall be open for the inspection of any member of the Corporation.
- 4.5 Waiver.** Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").
- 4.6 Quorum.** At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than two (2) directors constitute a quorum.
- 4.7 Vote Required for Action.** Except as otherwise provided in these bylaws or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw are provided for in Article Twelve of these bylaws. Vacancies in the Board of Directors may be filled as provided in section 3.5 of these bylaws.
- 4.8 Telephone and Similar Meetings.** Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
- 4.9 Adjournments.** A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.
- 4.10 Open Meetings.** All meetings of the board of Directors shall be open to all member of the Corporation.
- 4.11 Executive Session.** The board of Directors shall have the authority to hold an Executive Session of the Board of Directors. Only members of the Board of Directors of the Corporation, and such other persons as the Board shall specifically request, shall be allowed to participate in any such Executive Session. This Subsection notwithstanding, any official action taken by the Board of Directors while in Executive Session shall be recorded in the Minutes of the Corporation and be available for inspection by all Members of the Corporation.

ARTICLE FIVE

Notice and Waiver

5.1 Procedure. Whenever these bylaws require notice to be given to any director or member, the notice shall be given in accordance with this section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances (e.g., for special meetings). Such notifications shall be by such means as deemed appropriate by the Board of Directors and shall be reasonably calculated to provide actual or constructive notice to all members of the Corporation. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In Calculating time periods for notice, when a period of time measured in days, weeks, months, years or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

5.2 Waiver. A director may waive any notice before or after the date and time stated in the notice.

Except as provided herein, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A meeting unless the director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5.3 Inadequacy of Notice. Notwithstanding any other section of these Bylaws, inadequacy of notice shall be an effective challenge to actions taken by the Board of Directors only if such inadequacy pertains to a member of the Board of Directors.

ARTICLE SIX

Officers

6.1 Number and Qualifications. The executive officers of the Corporation shall be appointed or elected by the Board of Directors of the Corporation. The executive officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. (See Article Three of these bylaws concerning the appointment and removal of directors.) The Board of Directors of the Corporation shall from time to time create and establish the duties of such other officers as it deems necessary for the efficient management of the Corporation; but the Corporation shall not be required to have at any time any officers other than a president, a vice president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person, except that the person who serves as the President of the Corporation cannot serve in another office at the same time.

6.2 Election and Term of Office. The executive officers of the corporation, including the president, the vice president, the secretary and the treasurer, shall be members of the Board of Directors of the Corporation and shall be elected by the Board of Directors of the Corporation. All executive officers shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the Board of Directors of the Corporation under Section 6.1 of these bylaws shall serve at the will of the Board of Directors of the Corporation and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

6.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties as the Board of Directors may from time to time determine.

6.4 Removal. Any officer or agent elected or appointed by the Board of Directors of the Corporation may be removed by the Board of Directors whenever in its judgement the best interests of the Corporation will be served thereby.

6.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors of the Corporation at any meeting.

6.6 President.

(a) The President shall preside at all meetings of the Board of Directors

(b) The President shall also appoint the chair of any committee of the Board of Directors.

(c) The President shall be the chief executive officer of the Corporation and shall be qualified for his or her responsibilities through education and experience. The President shall have the general and active management of the Corporation's business, subject to such resolutions, policies, and procedures of the Board of Directors as may be in effect from time to time.

(d) The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7 Vice President. The Vice President, shall, in the absence or disability of the President,, perform the duties and have the authority and exercise the powers of the President and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.8 Secretary. The Secretary shall:

(a) attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the committees when required;

(b) give, or cause to be given, notice of all meetings of the Board of Directors;

(c) keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the chair, affix it to any instrument requiring it; and

(d) be under the supervision of the Board of Directors and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.9 Treasurer. The Treasurer shall:

(a) have the custody of the corporate funds and securities and shall keep full and accurate accounts of

receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories and designated by the Board of Directors;

- (b) disburse the funds of the Corporation as ordered by the Board of Directors, and prepare financial statements at such intervals as the Board of Directors shall direct;
- (c) perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

ARTICLE SEVEN

Committees of Directors

- 7.1 Committees of Directors.** Committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the Corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgement the best interests of the Corporation shall be served by such removal.
- 7.2 Special, Standing, Advisory and Other Committees.** The Board of Directors may provide for such other committees, including committees, advisory groups, etc., consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the chair of the Corporation, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.
- 7.3 Term of Appointment.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such members shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 7.4 President.** The President of the Corporation shall appoint one member of each committee as chair thereof.
- 7.5 Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.6 Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- 7.7 Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE EIGHT

Contracts, Checks, Deposits, and Funds

- 8.1 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or

execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

8.3 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 Board of Directors may select.

8.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE NINE

Indemnification and Insurance

9.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of action other than those by or in the right of the Corporation, judgements, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

9.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 9.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote or members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9.3 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE TEN

Miscellaneous

10.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.

10.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

10.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

10.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

10.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

10.6 Table of Contents: Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

10.7 Relation to the Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE ELEVEN

Amendments

11.1 Power to Amend Bylaws. Subject to the provisions of Section 2 of this Article, the Board of Directors shall have the power to alter, amend, or repeal these bylaws, or adopt new bylaws.

11.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of all directors then holding office. Such action shall not become effective until ratified by a majority of the Voting Members present at a meeting, prior to which notice has been made regarding the subject matter of the vote.

ARTICLE TWELVE

Tax-Exempt Status

12.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its eligibility for classification as a tax-exempt corporation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE THIRTEEN

Membership and Member Classification

12.1 Classes of Members. There shall be three (3) classes of members of the Corporation; Full Members, Family Members, and Associate Members.

13.1.1 A Full Member shall:

(a) Be a licensed amateur radio operator;

- (b) Pay dues of \$20 per year;
- (c) Be eligible to vote and be elected to the Board of Directors.

13.1.2 A Family Member shall:

- (a) Be a licensed amateur radio operator;
- (b) Be the spouse, child, or parent of a Full Member of the corporation as defined in Subsection 13.1.1;
- (c) Pay dues of \$8 per year;
- (d) Shall be eligible to vote and be elected to the Board of Directors.

13.1.3 An Associate Member shall:

- (a) Not be required to be a licensed amateur radio operator;
- (b) Pay dues of \$8 per year;
- (c) Not be eligible to vote or be elected to the Board of Directors.

13.2 Manner of Specifying Dues. The Board of Directors may from time to time, at its sole discretion, make changes to the amount of membership dues payable for the various classes of membership in the Corporation.

13.3 Waiver of discounting of Dues. The Board of Directors may, at its sole discretion, waive or discount membership dues on a case by case basis.