

# **BYLAWS**

## **Of**

### **Amateur Radio Digital Communications, Inc.**

**Amended Dec 5, 2017**

#### **Article I. Purposes**

The purposes of this corporation are charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision(s) of any future United States internal revenue law) and Section 23701d of the California Revenue and Taxation Code (or any corresponding provision(s) of any future California internal revenue law).

The specific purposes for which this corporation is formed are to support, promote, and enhance Amateur Radio digital communications and broader communication science and technology. This corporation serves and promotes Amateur Radio, scientific research, experimentation, education, open access, and innovation in information and communication technology.

#### **Article II. Offices Location**

**2.1 Registered Office and Registered Agent:** The registered office of the corporation shall be the same as listed on the articles of incorporation and at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent may have a business office that is different from such registered office.

**2.2 Other Offices:** The Corporation may have other offices within or outside the State of incorporation at such place or places as the Board of Directors may from time to time determine.

#### **Article III. Board of Directors**

**3.1 Numbers and Powers:** The management of all the affairs, property and interest of the corporation shall be vested in the Board of Directors, consisting of not more than five (5) persons who shall be elected for a term of one (1) year, and shall hold office until their successors are elected and qualified. There is no limitation on the number of consecutive terms served by a director. Directors need not be residents of the State of Incorporation. In addition to the powers and authorities granted by these Bylaws, and the Articles of Incorporation expressly conferred upon it, the Board of Directors

may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by another entity.

**3.2 Change of Number:** The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

**3.3 Vacancies:** All vacancies in the Board of Directors, whether caused by resignation, death or, otherwise, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors.

**3.4 Removal of Directors:** Any director may be removed from the board of directors by an affirmative vote of the majority of directors present at an official meeting of the board. Notice of the proposed removal will be given to board members with the notice of the meeting. The director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

**3.5 Executive and Other Committees:** Standing or special committees may be appointed from its own number by the Board of Directors from time to time and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. An Executive Committee may be appointed by resolution passed by a majority of the full Board of Directors. It shall have and exercise all of the authority of the Board of Directors, except in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, recommending sale, lease or exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the equal and regular course of business, recommending a voluntary dissolution or a revocation thereof, or amending the Bylaws. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**3.6 Remuneration:** No stated salary shall be paid to directors, as such, for their service, but by resolution of the Board of Directors. A fixed sum and

expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Member of standing or special committees may be allowed like compensation for attending committee meetings.

**3.7 Loans:** No monetary loans shall be made by the corporation to the directors, unless first approved by two-thirds of the current directors.

## **Article IV. Meetings of the Board of Directors**

**4.1 Meeting Place:** All meetings of the Board of Directors shall be held at the registered office of the corporation, or at such place as shall be determined from time to time by the Board of Directors, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

**4.2 Annual Meeting Time:** The annual meeting of the Board of Directors for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held each year during the second week in January, or at another specifically appointed date and time as determined by a majority of the directors.

**4.3 Annual Meeting - Order of Business:** The Board of Directors shall have an annual meeting. The order of business shall be as follows:

- (a) Calling of the meeting to order.
- (b) Proof of notice of meeting (or filing of waiver).
- (c) Reading of minutes of last annual meeting.
- (d) Report of officers.
- (e) Reports of committees.
- (f) Election of directors.
- (g) Miscellaneous business.

**4.4 Special Meetings:** Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, the President, Vice President, Secretary or Treasurer, or any two or more directors. Special Meetings and the Annual Meeting may be physical, virtual or telephonic.

**4.5 Notice:** Notice of regular, special, and annual meetings may be provided by facsimile, or physical or electronic mail at least seven (7) days prior to the day such meeting is to be held. Any director of the corporation may make written waiver of notice before, at, or after a meeting. The waiver

will be filed with the person who has been designed to act as the secretary of the meeting; this person will enter it in the record of the meeting. Appearance at a meeting is deemed a waiver unless the director attends for the express purpose of asserting the illegality of the meeting.

**4.6 Quorum:** Except as otherwise required by law: At all meetings of the board of directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the whole Board shall be necessary to constitute a quorum at any meeting. At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.

**4.7 Proxies Not Permitted:** No Director may vote by proxy.

**4.8 Regular Meetings:** Regular meetings of the Board of Directors or any committee may be held without notice at the registered office of the corporation or at such place or places, either within or without the State of Incorporation, as the Board of Directors or such committee, as the case may be, may from time to time designate.

**4.9 Registering Dissent:** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**4.10 Action by Directors Without a Meeting:** Any action required or which may be taken without a meeting of the directors, or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

**4.11 Action of Directors by Communications Equipment:** Any action required or which may be taken at a meeting of directors, or of a committee thereof, may be taken by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

## **Article V. Conflict of Interest**

No Board member may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.

## **Article VI. Officers**

**6.1 Designations:** The officers of the corporation shall be a President, a Secretary and a Treasurer, and such other Officers as the Board may designate such as one or more Vice-Presidents (one or more of whom may be Executive Vice- President), who shall be elected for one (1) year by the directors at their first meeting, and who shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the office of President.

**6.2 President:** The president shall preside at all meetings of directors, shall have general supervision of the affairs of the corporation, and shall perform all other duties as are incident to his office or are properly required of him by the Board of Directors.

**6.3 Vice President:** During absence or disability of the President, the Executive Vice-Presidents in the order designated by the Board of Directors, shall exercise all functions of the President. Each Vice-President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors.

**6.4 Secretary and Assistant Secretaries:** The Secretary shall issue notices for all meetings, except for notices for special meetings of the directors which are called by the requisite number of directors, shall keep the minutes of all meetings, shall have charge of the corporate books, shall perform duties that are properly required of him by the Board of Directors. The Assistant Secretary, or Assistant Secretaries in the order designated by the Board of Directors, shall perform all of the duties of the Secretary during the absence or disability of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

**6.5 The Treasurer:** The Treasurer shall have the custody of all moneys and securities of the corporation and shall keep regular books on account. He shall disburse funds of the corporation in payment of the just demands against the corporation or as may be ordered by the Board of Directors, taking proper receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required of him, an account of all

his transactions as Treasurer and of the financial conditions to his office or that are properly required of him by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

**6.6 Delegation:** In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may select.

**6.7 Vacancies:** Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

**6.8 Other Officers:** Directors may appoint such other officers and agents as they shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**6.9 Loans:** No loans shall be made by the corporation to any officer, unless first approved by two-thirds of the current directors.

**6.10 Term - Removal:** The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**6.11 Bonds:** The Board of Directors may, by resolution, require any and all of the officers to give bonds to the corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

**6.12 Salaries:** The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

## **Article VII. Finance**

### **7.1 Major Activities**

All new and major ventures in the activities of the Amateur Radio Digital Communications, Inc. must be approved by the board of directors, verbally or in writing and without necessitating a special, annual or regular meeting of the board of directors, and any expenditure in connection therewith shall be authorized for such purposes by the Board before disbursement may be made for such purpose.

## **7.2 Excess Funds**

Whenever the cash balances of the Amateur Radio Digital Communications, Inc. are deemed to be in excess of current needs, the board of directors may authorize the investment of any such funds for interest earning purposes in United States Government Bonds, federally insured savings account accounts and/or other investment programs deemed appropriate by the Board. Such deposits shall be made in the name of the Amateur Radio Digital Communications, Inc. with the authority for making of deposits and withdrawals vested in such person or persons, as the board of directors shall from time to time designate. The Board is further empowered to authorize loans or donations to other cooperating associations for the purpose of furthering their scientific or educational work therein when deemed advisable.

## **7.3 Disbursements**

All checks, drafts or other payment of money, notes or other evidences of indebtedness issued in the name of or payable to the corporation and requiring signature shall be signed or endorsed by such person or persons and in manner as from time to time shall be determined by the board of directors

**7.4 Depositories:** The monies of the corporation shall be deposited in the name of the corporation in such bank, credit union or trust company as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

## **Article VIII. Books and Records**

The corporation shall keep correct and complete books and record of accounts, a record of its directors (giving the names and addresses of all directors), and minutes of the proceedings of its Board of Directors at its registered office or principal place of business, or at the office of its transfer agent or registrar, or at another location agreed by the majority of the directors. Any books, records, and minutes may be in written form or any other form capable of being converted into written form within a reasonable

time.

## **Article IX. Special Corporate Acts**

**9.1 Execution of Written Instruments:** Contracts, deeds, documents, and instruments shall be executed by the President alone unless the Board of Directors shall, in a particular situation, designate another procedure for their execution.

**9.2 Signing of Checks or Notes:** Checks, notes, drafts, and demands for money shall be signed by the officer or officers from time to time designated by the Board of Directors.

**9.3 Indemnification of Directors and Officers:** The corporation shall indemnify any and all directors or officers or former directors or former officers or any person who may have served at its request as a director or officer of the corporation or of any other corporation in which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding brought or threatened in which they, or any of them, are or might be made parties, or a party, by reason of being or having been directors or officers or a director or an officer of the corporation, or of such other corporation. This indemnification shall not apply, however, to matter as to which such director or officer or former director or officer or person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which those indemnified may be entitled, under any law, bylaw, agreement, or otherwise.

## **ARTICLE X. Amendments**

**10.1 By Directors:** The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation.

**10.2 Emergency Bylaws:** The Board of Directors may adopt emergency Bylaws, which shall be operative during any emergency in the conduct of business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster.

## **Article XI. Dissolution**

Upon the dissolution of the corporation and after the payment or the provision for the payment of all the liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to the organizations that are then qualified as



tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

## **Article XII. Advisory Board**

### **12.1 Composition**

The board of directors may designate an advisory board composed of interested professionals, scientists, practitioners and others, as needed, to support the Amateur Radio Digital Communications, Inc.'s mission and programs. They would represent the principal fields of the Amateur Radio Digital Communications, Inc.'s endeavors and be invited and encouraged to offer suggestions as to the policies and activities of the Amateur Radio Digital Communications, Inc.

### **12.2 Membership and Term**

If the Board designates an Advisory Board, the members of an advisory board(s) shall be appointed by the board of directors. Past directors may be members of this committee. Any number of persons may serve on such an advisory board(s). The term of office for all members of an advisory board(s) shall be at the discretion of the Board.

### **12.3 Compensation and Expenses**

Compensation and expense reimbursement may be awarded to members of an advisory board(s) by and at the discretion of the board of directors commensurate with prudent fiscal evaluation of services rendered and value received by the Amateur Radio Digital Communications, Inc.

## **CERTIFICATION**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the board of directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

Signed: \_\_\_\_\_

Brian Kantor

Signed: \_\_\_\_\_  
Kimberly Claffy

Signed: \_\_\_\_\_  
Erin Kenneally