

BY-LAWS
of
ROCHESTER AMATEUR RADIO ASSOCIATION, INC.

ARTICLE I - MEMBERSHIP

A. Eligibility

Membership shall be open to all persons interested in the aims and purposes of the corporation who have made application to the Membership Committee and paid the required fees and dues. Upon the approval of said application by the Membership Committee, such applicant shall become a member and be entitled to the rights and subject to the rules and regulations of this organization.

B. Classification

1. Full Member - Any member holding a currently valid amateur radio license.
2. Associate Member - Any member not within the "Full Member" classification. "Associate Members" are not eligible to vote or hold office, but may serve on committees and participate in all other organization activities. Upon receipt of a currently valid amateur radio license, the Associate Member shall immediately be considered

a Full Member without additional expense by submitting evidence of his license to the Membership Committee.

3. Honorary Member - Any person who renders extraordinary service to the corporation shall be eligible for an honorary membership. Any principal speaker who presents a program to the membership shall automatically become an honorary member, except as excluded below. No officer or director shall, during the term of his office, receive an honorary membership. All other eligible persons may become honorary members upon nomination in writing by a full member to the Board of Directors and upon subsequent approval of the Board of Directors. This nomination must be acted upon by the Board of Directors at its next regular meeting. Honorary memberships shall be for a term of one year. An honorary member shall have no right to vote unless he also qualifies as a full member.

C. Dues

Dues will be determined by a majority vote of the full members present at the Annual Meeting upon recommendation of the Board of Directors.

D. Suspension

Any member may be suspended by a majority vote of the Board of Directors at a special meeting called for that purpose. Such suspension shall terminate all the member's rights to participate in the corporation during the suspension period. A suspension shall be submitted for disposition to the membership at the next regular meeting following the suspension and must either result in expulsion of the member or full reinstatement. Failure to act shall constitute full reinstatement. No refund of past dues shall be given a suspended member.

E. Expulsion

Any membership in this corporation may be cancelled for cause upon petition of three full members and a three-fourths (3/4) vote of the full members present at any regular or special meeting of the corporation. No associate members shall be present during these proceedings other than the member in question, and such member shall be entitled to a hearing before either the membership or the Board of Directors. Members removed from the membership list by these proceedings shall not be entitled to any refund of dues paid the corporation.

F. Term

Membership extends from November 1 of each year to October 31 of the following year.

G. Delinquents

Those whose dues remain in arrears after December 31 will be declared delinquent and ineligible to participate in corporation activities.

ARTICLE II - MEETINGS OF MEMBERS

A. Annual

The Annual Meeting will be held in the month of May of each year, the day and time to be set by the Board of Directors and announced at the preceding regular membership meeting.

The business transacted at the Annual Meeting shall include

- (1) election of officers, (2) election of Board of Directors, and
- (3) determination of dues for the following year.

B. Regular

There shall be at least eight regular monthly meetings each calendar year.

C. Special

Special meetings may be called by the Board of Directors or by the president at written request of 10% of the full members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

D. Notices

1. Upon qualifying, a member shall file with the secretary of the corporation his permanent address to which all notices intended for him are to be sent and shall thereafter notify the secretary of any change in his address.
2. Official notices of regular or special meetings shall be mailed to members at least seven (7) days in advance of the meeting.
3. Announcements in the official bulletin of the corporation shall constitute notice.

E. Quorum

A quorum for the transaction of business shall consist of ten per cent (10%) of the full members. Once a quorum is present to organize a meeting, it is not broken by the subsequent withdrawal of any members. The members present may adjourn the meeting despite the absence of a quorum.

F. Procedure of Meetings

Meetings shall be conducted according to Roberts Rules of Order.

ARTICLE III - DIRECTORS

A. Number and Qualification

The Board of Directors shall be composed of not less than seven (7) nor more than eleven (11) full members, four (4) of whom will be the officers of the corporation, as from time to time may be elected by the full members of the corporation at any annual or special meeting called for the purpose of electing directors.

B. Powers

All power and authority of the corporation shall be vested in the Board of Directors, which shall assume responsibility for the corporation's adherence to the provisions of the Certificate of Incorporation and the By-Laws of the corporation.

C. Election and Term

At each annual meeting of the corporation the full members shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for

which he is elected and until his successor has been elected and qualified, or until his prior resignation or removal.

D. Vacancies

Vacancies on the Board of Directors shall be filled by a vote of a majority of the directors then in office, although less than a quorum exists.

E. Removal

Any or all members of the Board of Directors may be removed, whether with or without cause, by a three-fourths (3/4) vote of the full members present at any regular or special meeting of the membership. The vote must be preceded by submission of a written request for same, signed by 10% of the full members. Only full members shall be present at the portion of the meeting concerning removal of a director.

ARTICLE IV - MEETINGS OF BOARD OF DIRECTORS

A. Annual

An Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the membership and at the place of such Annual Meeting of the membership.

B. Regular

Regular meetings of the Board of Directors shall be held at such time and place as it shall from time to time determine. No notice of the meeting is required.

C. Special

Special meetings of the Board of Directors shall be held upon notice to the directors and may be called by the president upon two days' notice to each director, either personally or by mail or by wire. Special meetings shall be called by the president or secretary in a like manner on written request of two (2) directors. Notice of a meeting need not be given to any director who submits a written waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto, or at its commencement, of the lack of notice to him.

D. Quorum and Adjournment

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the

adjournment and, unless such time and place are announced at the meeting, to the other directors.

E. Procedure of Meetings

Meetings shall be conducted according to Roberts Rules of Order.

ARTICLE V - OFFICERS

A. Officers, Election and Term

There shall be a president, a vice president, a secretary, and a treasurer. The membership shall elect, at their Annual Meeting, the vice president who will succeed to the presidency at the next Annual Meeting, the secretary, and the treasurer. In the event the elected vice president is unable to succeed to the presidency at the Annual Meeting, then the membership shall also elect a president. Each officer shall be a full member of the corporation and shall be elected to hold office for one year, or until his successor has been elected or appointed and qualified.

B. Duties

1. The duties of the president are to preside at all meetings of the corporation and of the Board of Directors. The president may appoint committees and will be an ex-officio member of all committees. He will repre-

sent the corporation in all official capacities.

2. The duties of the vice president are, in the absence of the president, to exercise the duties pertaining to the office of president; to act as program chairman of the corporation, and to perform such other duties as the president or Board of Directors may assign to him.
3. The duties of the secretary are to keep the minutes of all meetings of the corporation and of the Board of Directors; to carry on correspondence, as required, in the name of the corporation; to supervise elections and record the results. He is custodian of the official records and of the seal of the corporation.
4. The duties of the treasurer are to maintain the custody of the corporate funds and securities; keep full and accurate accounts of receipts and disbursements in the corporate books; deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; disburse the funds of the corporation as may be ordered or authorized by the Board and preserve

proper vouchers for such disbursements; and to render to the president and Board at the regular meetings of the Board, or whenever they require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

C. Vacancies

Vacancies in office due to death, disability or resignation shall be filled by a majority vote of the directors present at any regular or special meeting.

The president may appoint an officer to fill a temporary vacancy caused by a justifiable absence of the regular officer.

D. Removal

Any officer elected by the membership or appointed by the Board of Directors may be removed from office by the procedure and in the manner set forth herein under Article III, Subsection E.

ARTICLE VI - AFFILIATED GROUPS

A. Requirements

Other organizations may become affiliates of the corporation upon application and approval of their certificate of incorporation, constitution and by-laws, and any amendments thereto,

by the Board of Directors. Such approval shall be subject to ratification by a majority vote of full members present at any meeting. Affiliated groups will be required to submit a membership list at the time of application and at each Annual Meeting. Affiliation may be revoked by a majority vote of full members present at any meeting of this corporation.

B. Rights

1. Affiliated groups shall have access to all facilities of the corporation.
2. Members of affiliated groups shall have no voting privileges unless they are also full members of the corporation.

ARTICLE VII - AMATEUR RADIO STATION

A. Rules and Regulations

The Board of Directors shall make such rules and regulations as become necessary for the operation of a radio station. A copy of such rules and regulations shall be available at the station location at all times. The Board of Directors shall empower the Trustee to take whatever action is necessary to enforce such rules and regulations.

B. Trustee

A trustee may be appointed by the Board of Directors to hold an amateur radio station license and manage the operation of such station for the corporation.

ARTICLE VIII - CORPORATE SEAL

A. Form of Seal

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization, and the words "Incorporated, New York State." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed or upon adhesive substance affixed thereto.

B. Custody

The corporate seal shall remain in the custody of the secretary.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended by a majority vote of the full members of the corporation present at any regular or special meeting, provided the full members have been officially notified by mail of the proposed amendments in accordance with Article II, Subsection D.

ARTICLE X - COMMITTEES

A. Nominating Committee

The Board of Directors shall appoint a nominating committee composed of three (3) full members. This committee shall submit a slate of nominees for office at the Annual Meeting.

B. Convention Committee

The Board of Directors shall appoint a Convention Committee composed of at least three (3) and no more than fifteen (15) members. This committee shall be responsible for planning, arranging, managing and operating the annual convention.

C. Other Committees

The Board of Directors may designate from among the corporate membership other committees, the number of which and the number of committeemen to each committee shall be at the discretion of the Board. Each such committee shall serve at the pleasure of the Board.

ARTICLE XI - OFFICIAL BULLETIN

A. Editor and Personnel

The Board of Directors shall appoint an editor and any

personnel necessary to publish a corporation bulletin.

B. Scope and Policy

The official bulletin is to serve as a means of communication between the corporation and its members and as a means of official notification to such members.

The Board of Directors will have final authority in matters relating to the scope and policy of the bulletin.

ARTICLE XII - FISCAL YEAR

The fiscal year of the corporation shall run from September 1 of each year to August 31 of the following year.

ARTICLE XIII - DISSOLUTION

In the event of dissolution of this corporation for any reason whatsoever, any and all right, title and interest in and to the real and personal property of this corporation shall, after payment of all valid outstanding debts, be turned over to the American Radio Relay League, or its successor or counterpart, for its use and benefit in furthering the purposes and objectives of that organization. No corporate property, including bank accounts, cash or equipment, shall inure to the benefit of any employee, officer, director or member of the Rochester Amateur Radio Association, Inc.

CERTIFICATE OF FIRST AMENDMENT TO THE BYLAWS OF THE ROCHESTER AMATEUR RADIO ASSOCIATION INC.

Effective October 3, 2008

I, William D. Kasperkoski, hereby certify that I am the duly elected and acting Secretary of THE ROCHESTER AMATEUR RADIO ASSOCIATION INC., a New York corporation (the "Club"). I further certify that on October 3, 2008, the Membership of the Club amended the Bylaws of the Club (the "Bylaws"), and that the following are the amendments to the Bylaws, and this First Amendment to the Bylaws is in effect as of the date hereof:

ARTICLE V. OFFICERS.

"Section A. **Officers, Election and Term.** There shall be a president, a vice president, a secretary, and a treasurer. The membership shall elect these officers at their Annual Meeting. The president shall be nominated from the ranks of the existing board of directors as defined in Article III-A. Each officer shall be a full member of the corporation and shall be elected to hold office for a term of one year, or until his successor has been elected or appointed and qualified.

The elected term of the President is limited to two consecutive terms."

ARTICLE VII. AMATEUR RADIO STATION.

"Section A. **Rules and Regulations.** The Board of Directors shall make such rules and regulations as become necessary for the operation of a radio station. A copy of such rules and regulation shall be available at the station control point at all times. The Board of Directors shall empower the Trustee to take whatever action is necessary to enforce such rules and regulations."

DOCUMENT WIDE.

All references to a single gender shall be interpreted in an appropriate manner to refer to both genders or be gender neutral.

IN WITNESS WHEREOF, I sign this Certificate as of the 12th day of November, 2008.

William D. Kasperkoski
Secretary, Rochester Amateur Radio Association, Inc.

CERTIFICATE OF SECOND AMENDMENT TO THE BYLAWS OF THE ROCHESTER AMATEUR RADIO ASSOCIATION INC.

Effective May 7, 2010

I, Kenneth R. Hall, hereby certify that I am the duly elected and acting Secretary of THE ROCHESTER AMATEUR RADIO ASSOCIATION INC., a New York corporation (the "Club"). I further certify that on May 7, 2010, the Membership of the Club amended the Bylaws of the Club (the "Bylaws"), and that the following are the amendments to the Bylaws, and this Second Amendment to the Bylaws is in effect as of the date hereof:

ARTICLE V. OFFICERS.

"Section A. **Officers, Election and Term.** There shall be a president, a vice president, a secretary, and a treasurer. The membership shall elect these officers at their Annual Meeting. The president shall be nominated from the ranks of the existing board of directors as defined in Article III-A. Each officer shall be a full member of the corporation and shall be elected to hold office for a term of one year, or until his successor has been elected or appointed and qualified.

The elected term of the vice president, secretary or treasurer is limited to three consecutive terms.

The elected term of the President is limited to two consecutive terms."

IN WITNESS WHEREOF, I sign this Certificate as of the 8th day of May 2010.

Kenneth R. Hall
Secretary, Rochester Amateur Radio Association, Inc.

CERTIFICATE OF THIRD AMENDMENT TO THE BYLAWS OF THE ROCHESTER AMATEUR RADIO ASSOCIATION INC.

Effective October 7, 2011

I, Leonard F. Crellin, hereby certify that I am the duly elected and acting Secretary of THE ROCHESTER AMATEUR RADIO ASSOCIATION INC., a New York corporation (the "Club"). I further certify that on October 7, 2011, the Membership of the Club amended the Bylaws of the Club (the "Bylaws"), and that the following are the amendments to the Bylaws, and this Third Amendment to the Bylaws is in effect as of the date hereof:

Article I. Membership

Section F. Term

"Membership extends from October 1 of each year to September 30 of the following year."

Article II. Meetings of Members

Section A. Annual

"The Annual Meeting will be held in the month of September of each year, the day and time to be set by the Board of Directors and announced at the preceding regular membership meeting. The business transacted at the Annual Meeting shall include (1) election of officers, (2) election of Board of Directors, and (3) determination of dues for the following year."

IN WITNESS WHEREOF, I sign this Certificate as of the 11th day of October, 2011.

Leonard F. Crellin
Secretary, Rochester Amateur Radio Association, Inc.