

BY-LAWS OF THE ONSLOW AMATEUR RADIO CLUB, INC:

ARTICLE I:

Purpose: The purpose of this organization shall be the promotion of interest in amateur radio communications and experimentation; the relaying of messages by radio without charge; the furtherance of the public welfare; the advancement of the radio art; the fostering and promotion of intercommunication by electronic means for the personal benefit of members and without pecuniary gain; the fostering of education in the field of electronic communications; the dissemination of knowledge and information by electronic means. The Onslow Amateur Radio Club, Inc is organized exclusively for charitable and educational purposes as defined within the meaning of section 501{c} {3} of the Internal Revenue Code. The Club strongly supports and encourages an active relationship with emergency and disaster relief organizations. No part of the assets or income of our corporation shall be the property of any member or members, but such assets and income shall be devoted exclusively to the purpose herein set forth.

ARTICLE II:

The principal office of the corporation in the State of North Carolina shall be located in the County of Onslow.

The corporation shall have and continuously maintain in the State of North Carolina a registered office. And a registered agent whose office is identical with such registered office, as required by North Carolina Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III:

Section 1. Full Members- Full membership may be granted to persons holding an amateur radio operators license issued by the Federal Communications Commission which is valid at the time of application for membership.

Section 2. Associate Members- Associate membership may be grated to those persons actively seeking to become licensed amateur radio operators and meet the requirements

set forth in these By-Laws.

Section 3. Honorary Members- Honorary membership may be granted to persons the club so desires to recognize for their efforts to further the objectives of the club, Amateur radio in general, or have some way distinguished themselves in a manner worthy of the recognition by the club. This membership will be for a period of time as may be set by the Board of Directors.

Section 4. Voting Rights- Each full member and each associate member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Application For Membership- Applications for membership shall be submitted at a regular meeting of the members and a majority vote of the members present shall elect applicants to membership.

Section 6. Resignation- Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments of other charges theretofore accrued and unpaid.

Section 7. Termination of Membership- Termination of membership may be effected by an affirmative vote of two-thirds of all the members of the Board of Directors to suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of the members present at a regular meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for membership, or assessments fixed by the Board of Directors.

ARTICLE IV: Dues:

Section 1: Dues- The Board of Directors may determine from time to time the amount of initiation fee, and the annual dues which shall be payable to the corporation by full members and associate members. Annual dues shall be payable in advance from the first day of October until adjournment of the regular meeting in the month of January. Applications for membership which are submitted in any month of the year except October shall be accompanied by dues pro-rated at one twelfth (1/12) the annual for each month remaining in the fiscal year of the corporation.

Section 2. Family Members- Family members residing in the same household as a full member or an associate member may, upon their request, pay dues at one half (1/2) the regular rate. All members of a household shall have the same anniversary date.

Section 3. Students and others- Dues may be waived for students grades 5-12. Senior citizens and persons with disabilities upon their application to and by unanimous consent of, the Board of Directors.

Section 4. Default- Default in the payment of dues within the specified time period may result in termination of membership in the corporation.

ARTICLE V: Meeting of Members:

Section 1. Annual Meeting- An annual meeting of the members shall be held on the second Tuesday of the first month of a quarter designated by the Board of Directors, at the hour of 7:00 o'clock, p.m. For the purpose of electing directors and the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of North Carolina, such meeting shall be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon there after as conveniently may be.

Section 2. Special Meeting- Special meetings of the members may be called by the President, the Board of Directors, or not less than 33 percent of the members having voting rights.

Section 3. Place of Meeting- The Board of Directors may designate any place in Onslow County as the place of meeting for any annual meeting or of any special meeting called

by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be that of the previous regular meeting, but if all of the members entitled to vote shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings- Notice by media publication stating the place, day, and hour of regular meetings of the members shall be given at least two days prior to the meeting date. In case of special meetings notifications will be by means appropriate to the circumstance. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid. Electronic media, email will also suffice for this purpose. Regular meetings of the members shall be held on the second Tuesday of the first month of the quarters except the one in which the annual meeting occurs.

Section 5. Informal Action By Members- Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum- The members present and voting at any properly convened meeting shall constitute a quorum at such meeting.

Section 7. Proxies- At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by their duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the day of its execution, unless otherwise provided in the proxy.

Section 8. Voting By Mail Or Email- Where Directors or officers are to be elected by members such election may be conducted by mail or email in such manner as the Board of Directors shall determine.

ARTICLE VI: Board Of Directors-

Section 1. General Powers- The affairs of the corporation shall be managed by its Board Of Directors who shall be members of the Corporation.

Section 2. Number, Tenure, and Qualifications- The Board Of Directors shall be composed of no less than five or more than nine members. Directors shall be elected by the

membership at each annual meeting. Each Director shall hold office until the next annual meeting of members and until their successor shall have been elected and qualified. Qualified shall mean a Member in Good Standing with the Corporation as defined in Article III, Sections 1 & 2. The Officers of the corporation shall be ex-officio members of the board. The President of the corporation shall serve as Chairman of the Board.

Section 3. Regular Meetings- A regular meeting of the Board of Directors shall be held without further notice than this by-law immediately after and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution, time and place for the holding of additional regular meetings of the Board without further notice than such resolution.

Section 4. Special Meetings- Special meetings of the Board of Directors may be called by two Directors. The person or persons authorized to call special meetings of the Board may fix any place, as the place for holding any special meeting of the Board called by them.

Section 5. Notice- Notice of any special meeting of the Board of Directors shall be given at least two days previously there to by written or email notice delivered personally, sent by mail, email or telephone to each Director. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of, any regular meeting or special meeting of the Board need be specified in the notice or waiver of such notice of such meeting unless specifically required by law or these by-laws.

Section 6. Quorum- A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner Of Acting- The act of a majority of the Directors present at a meeting at which a quorum are present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Compensation- Directors shall not receive any stated salaries for their service.

Section 9. Vacancies- Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number shall be filled by the members. A Director elected to fill a vacancy shall be elected for the unexpired term of

their predecessor in office.

Section 10. Informal Action by Directors- Any action required by law to be taken at a meeting of directors or any action which may be taken at a meeting of directors, 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.

ARTICLE VII: Officers

Section 1. Officers- The officers of the corporation shall be a President, Vice Present, Secretary, and a Treasurer.

Section 2. Election and Term of Office- The officers of the corporation shall be immediately elected by the Directors elected at the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and shall have qualified. Qualified shall mean a member in good Standing with the Corporation as defined in Article III, Sections 1 & 2.

Section 3. Removal- Any officer elected may be removed by the Board of Directors when ever in its judgment the best interests of the corporation would be served thereby, such removal shall be without prejudice to the contract rights if any, of the officer so removed.

Section 4 Vacancies- A vacancy in any office because of death, resignation, removal disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President- The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He or she shall preside at all the meetings of the members. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors, has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statue to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President- In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the Board Of Directors.

Section 7. Secretary- The Secretary shall keep the minutes of the meetings of the members and meetings of the Board Of Directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the corporate seal; and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the mailing or email address of each member which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 8. Treasurer- If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source what so ever; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these by laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board Of Directors.

ARTICLE VIII: Committees

Section 1. Committees of Directors- The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in reference to amending, altering, or repealing the by-laws; electing appointing or removing any member of such committee or any Director or Officer of the corporation; amending the articles of incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking

proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him or her by law.

Section 2. Other Committees-Other committees 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 the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such a member when ever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office- Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as member thereof.

Section 4. 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.

Section 5. 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 the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules- Each committee may adopt rules for its own government not inconsistent with these by-laws or with the rules by the Board of Directors.

ARTICLE IX Contracts, Checks, Deposits and Funds

Section 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 by-laws to enter into any contract or execute and deliver any instrument in the name of and on

behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. - All checks, drafts, or orders for the payment of money, notes or other evidence 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 shall from time to time be determined by the Board of Directors, such instruments shall be signed by the Treasurer.

Section 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.

Section 4. Gifts- The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest of devices for the general purpose or for any special purpose of the corporation.

ARTICLE X: Certificates of Membership

Section 1. Certificates of Membership-The Board of Directors may provide from time to time issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificates shall be entered on the records of the corporation.

Section 2. Issuance of Certificates-When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of Article X. A certificate which shall have become lost, mutilated or destroyed, may be reissued upon application to the Secretary.

ARTICLE XI: 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, shall keep at the registered or principal office a record giving the names and addresses of members entitled to vote. All

books and records of the corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII: Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, "The Onslow Amateur Radio Club, Inc."

ARTICLE XIV: NET Earnings

No part of the earnings or the proceeds of the corporation shall be payable to or for the benefit of any member or private individual.

ARTICLE XV: TERMINATION

Upon dissolution of the corporation no part of the net assets will be paid to any member or other private individual, but will be distributed to other non-profit entities as directed by the Board of Directors.

ARTICLE XVI: Amendment of By-Laws

These by-laws may be altered, amended or repealed and new by-laws adopted by a majority vote of the Directors at any regular meeting or at any special meeting, if at least two days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

ARTICLE XVII: References

Without changing their import, the Secretary may from time to time, on notice to the Board of Directors renumber these by-laws so as to serve the purpose of ready reference. References in these by-laws to Articles shall be corrected, when necessary, by the Secretary to conform to renumbered Articles.

Submitted at a regular meeting of members, December 7, 2013. Adopted at a regular meeting of members, December 7, 2013 by two-thirds (2/3) majority vote of the members present.