

BYLAWS  
OUTER BANKS REPEATER ASSOCIATION, INC.  
NAGS HEAD, NC

ARTICLE I : NAME

Section 1 : The name of the corporation shall be OUTER BANKS REPEATER ASSOCIATION, INC.

ARTICLE II : PURPOSE

Section 1 : The purpose of this organization shall be to provide communications in the time of public need including disasters and failure of public service communications or telephone service; to encourage amateur readiness for emergencies; and to establish and maintain public awareness of the capabilities of amateur radio through community activities.

Section 2 : The purpose for which the corporation is organized is to operate exclusively for charitable, educational and scientific purposes entitling the corporation to exemption within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, this corporation will not carry on any other activities not permitted to be carried on by:

( a ) a corporation exempt from federal income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law or ( b ) of the Internal Revenue Code of 1986 or any other corresponding provision or any future United States Revenue Law.

Section 3 : No part of the revenue of the corporation shall inure to the benefit of any Officer, Director, or member of the corporation.

In the event of the dissolution of the corporation, the residual assets shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501 ( c ) ( 3 ) and 170 ( c ) ( 2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law or to the federal, state, or local government for exclusive public purpose.

ARTICLE III : MEMBERSHIP

Section 1 : Membership : Membership is open to any individual possessing a valid amateur radio license issued by the Federal Communications Commission and who pay the current membership dues. Only persons 16 or older may participate in corporation votes.

Section 2 : Dues shall be paid annually by all members. Dues categories will include, individual and family ( defined as members of a single household ), with the dues set with approval by a quorum of the full membership at a duly called meeting. Dues shall be payable on January 1<sup>st</sup> and become past due on April 1<sup>st</sup> . Members six months in arrears of their dues shall be dropped from the membership.

Section 3 : A member whose amateur radio license expires, becomes revoked, suspended or otherwise invalidated shall automatically become ineligible for membership in the corporation until such time as his license is reinstated, reissued or revalidated by the Federal Communications Commission. If a member becoming ineligible holds an office he shall forfeit immediately such office and a successor shall be elected as hereinafter provided.

#### ARTICLE IV : OFFICERS

Section 1 : Officers of the corporation: The Officers of the corporation shall be: President, Vice-President, Secretary, and Treasurer, who shall be elected annually by the voting members. Each Officer of the corporation shall hold an Amateur Radio operator license of Technician class or higher and have full voting rights membership.

Section 2 : Election and Term: The Officers of the corporation shall be elected by the membership annually for a term of one year, and the Officers may succeed themselves by a re-election by the membership. A volunteer nominating committee shall present a slate of proposed Officers to the membership at the October meeting. The election shall be held at the last meeting of the year, at which time nominations may be made from the floor. Only one member of any one family may hold elected office during the same year. Each Officer shall hold office until death, resignation, retirement, removal, disqualification, or a successor has been elected and qualified.

Section 3 : President: The President shall be the principal executive Officer of the corporation. The President shall in general supervise all of the business affairs of the corporation. The President shall, when present, preside at all meetings, shall sign with other Officers as required any contracts, deeds, bonds, or other legal instruments which have been authorized to be executed and shall perform all the duties incident to the office of President. The President may appoint persons deemed necessary to support the furtherance of ham radio and the corporation. The President may be trustee of the corporation call sign or may appoint a trustee for the same.

Section 4 : Vice-President: In the absence of the President or in the event of his or her death, 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 restrictions upon the President. The Vice-President shall further perform such other duties as may from time to time be assigned by the President.

Section 5 : Secretary : The Secretary shall keep the minutes of the meeting of the membership and shall see that all notices are properly given in accordance with the provision of these by-laws. The Secretary shall be the custodian of the corporate records and shall sign with the other Officers any instruments of a legal nature which are authorized by the membership. The Secretary shall in general perform all duties incident to the office of Secretary, including but not limited to keep meeting minutes and attendance records, and such other duties as from time to time may be assigned by the President.

Section 6 : Treasurer : The Treasurer shall keep a list of the membership of the corporation at all times and shall have said list at any meeting of the membership. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, shall receive and give receipts for any monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the corporation in such depository as shall be selected by the membership, shall prepare or cause to be prepared a true statement of the corporation's assets and liabilities as of the close of each fiscal year, shall sign all drafts, notes, checks, or other means or payment in the name of the corporation as directed by the President. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President. The Treasurer may be bonded as required by law, and such bond shall be set by the membership.

Section 7 : Removal of an Officer: A Corporate Officer can be removed for misappropriation of funds, illegal actions within or external to the corporation or physical limitations that prevent the ability to perform the stated position. A 2/3 vote of those in attendance will be required at a duly called general membership meeting.

Section 8 : Vacancies of Officers: At any time a vacancy shall occur by reason of the death, resignation, or disqualification of an Officer of the corporation possessing full voting membership, the remaining members of the Board of Directors shall forthwith select a suitable person to fulfill the remaining unexpired term of such Officer.

## ARTICLE V : BOARD OF DIRECTORS

Section 1: Term and Qualifications: The number of Directors constituting the Board of Directors with full voting rights shall not be less than 5 nor more than 8 Directors; each Director shall hold office for the period of time to which the Board member is elected or until death, resignation, removal or disqualification, or until a successor have been duly elected and qualified. Each Director having full voting rights shall possess an amateur radio operators license issued by the Federal Communications Commission of Technician class or higher. The Board of Directors shall be composed of the elected Officers of the corporation and additional members, as hereinafter set forth and holding terms of office.

Position	Method of Selection	Term of Office
President	Elected by membership	one year
Vice-President	Elected by membership	one year
Secretary	Elected by membership	one year
Treasurer	Elected by membership	one year
Chair of Community Activities	Elected by membership	one year
Chair of Emergency Activities	Elected by membership	one year
Chair of Radio Events	Elected by membership	one year

A Director may serve consecutive terms without limitation; those members of the Board of Directors elected by the individual members shall take office at such time as their names have been certified to the President of the corporation as having been duly elected by the membership.

Section 2 : Chair of Community Activities: shall be the primary contact with those persons or organizations in the community, other than during emergencies, who our corporation by virtue of its members' special knowledge and equipment, can be of assistance.

Section 3 : Chair of Emergency Activities: Shall coordinate the corporation's actions with those of the ARES appointed Emergency Coordinator, including liaison with Dare County, to ensure that the equipment and personnel of the corporation members is made fully available as circumstances permit and that the membership is provided with adequate training.

Section 4 : Chair of Radio Events: Shall coordinate radio events, other than community events and emergency activities, with the general membership of the corporation. Events may include but are not limited to ARRL Field Day, NC QSO party, etc.

Section 5 : Ex Officio Members: In addition to the foregoing Board members with full voting rights set out in Section 1 above, the Dare County Director of Emergency Management or equivalent and the ARES Emergency Coordinator for Dare County shall be ex officio members of the Board of Directors, without voting privileges.

Section 6 : Removal of a Board of Director: A Board of Director can be removed for misappropriation of funds, illegal actions within or external to the corporation or physical limitations that prevent the ability to perform the stated position. A 2/3 vote of those in attendance will be required at a duly called general membership meeting.

Section 7 : Vacancies upon the Board of Directors: At any time a vacancy shall occur by reason of the death, resignation, or disqualification of a Director of the corporation possessing full voting membership, the remaining voting members of the Board of Directors shall forthwith select a suitable person to fulfill the remaining unexpired term of such Director.

#### ARTICLE VI : BOARD MEETINGS

Section 1 : Board Meetings : Meetings of the Board of Directors shall be held from time to time as called by the President of the corporation or by any two members of the Board of Directors. Such meetings may be held at such place and such time as is designated by the person or persons calling said meeting. Official business of the Board of Directors shall occur only during a meeting.

Section 2 : Notice of Board Meetings : Person or persons calling a meeting of the Board of Directors shall, at least 24 hours before the meeting, give notice thereof by any usual means of communication; such notice need not specify the purpose for which the meeting was called.

Section 3 : Board Meeting Quorum: A majority of the voting Board of Directors constitutes a quorum

#### ARTICLE VII : GENERAL MEMBERSHIP MEETINGS

Section 1 : All official corporation business shall be conducted at corporation meetings.

Section 2 : There shall be a meeting of the membership on a designated day of each month with exceptions as approved by the members. The location of the meeting may vary but membership will be made aware of the location of said meeting at the prior meeting or through the corporation's communication channels available to the general membership, which may include but not limited to e-mail blasts, website, social media.

Section 3 : Quorum: For meetings, a quorum required for voting shall be determined by calculating a number equal to 60% of the average attendance of voting members at the prior calendar year's monthly general membership meetings.

Section 4 : Special meetings: A special meeting may be called at any time with approval of three or more Board members, giving membership at least 1 week notice. The location of the meeting may vary but membership will be made aware of the location of said meeting through the corporation's communication channels available to the general membership, which may include but not limited to e-mail blasts, website, social media.

#### ARTICLE VIII : EXPENSES

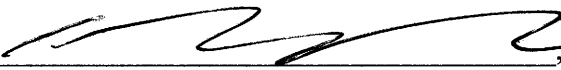
Section 1 : Less than or equal to \$50.00 : For events with expenses totaling less than or equal to \$50.00 per event, the expense may be approved by either ( 1 ) the Chair of the related event and an Officer of the corporation or ( 2 ) two Officers of the corporation. The expenses shall be reported to the general membership at the following general meeting.

Section 2 : Greater than \$50.00 : For events or expenses where cost is greater than \$50.00, where possible, a recommendation and vote shall be made at a duly called general membership meeting. For critical decisions, such as in the event that some factor limits the ability to present to the corporation membership during a duly called meeting, such as but not limited to lack of monthly meeting for a given month, time critical nature of a purchase, or emergency nature of the purchase, the decision may be made by a majority of the voting Board of Directors and immediately reported to the general membership through the corporation's communication channels available to the general membership, which may include but not limited to e-mail blasts, website, social media.

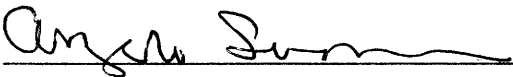
#### ARTICLE IX : AMENDMENTS TO BY-LAWS

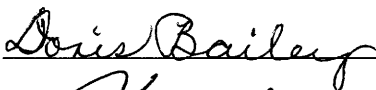
Section 1 : These by-laws may be amended or repealed or new by-laws may be adopted by the affirmative vote of a majority of the voting members present at a meeting where the quorum requirement is met as defined in Article VII Section 3 defined above. The proposed changes are to be presented to the corporation at a meeting at least 28 days prior to the vote, and notification provided through the corporation's communication channels available to the general membership, which may include but not limited to e-mail blasts, website, social media.

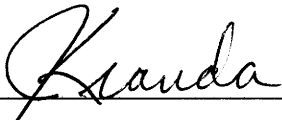
THESE UPDATED BY-LAWS WERE DULY ADOPTED THIS 18<sup>th</sup> DAY OF MAY,  
2017 AT A MEETING OF THE OUTER BANKS REPEATER ASSOCIATION, INC.

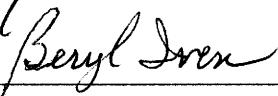
  
\_\_\_\_\_, Andrew Darling, President

  
\_\_\_\_\_, Bob Mulleins, Vice-President

  
\_\_\_\_\_, Angelo Sonnesso, Secretary

  
\_\_\_\_\_, Doris Bailey, Treasurer

  
\_\_\_\_\_, Jim Kranda, Chair of  
Community Activities

  
\_\_\_\_\_, Beryl Iven, Chair of  
Emergency Activities

  
\_\_\_\_\_, Duane Turberville, Chair of  
Radio Activities