

BY-LAWS OF
AMATEUR RADIO SAFETY FOUNDATION

A NON PROFIT FLORIDA CORPORATION

ARTICLE I - OFFICES

The principal office of the Corporation shall be established and maintained at 6143 Anchor Lane in the City of Rockledge, in Brevard County, in the State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the Board may from time to time establish.

ARTICLE II - PURPOSES

The purposes for which this Corporation has been organized are as follows:

- A. AMATEUR RADIO SAFETY FOUNDATION was organized and will operate exclusively for, charitable and educational purposes as described under Code Section 501 (c)(3). The organization seeks to provide for the formation, training, maintenance, and testing of volunteer licensed amateur radio emergency services and networks using state of the art communications technology. These services and networks to serve the general public by facilitating emergency, health, or welfare communication in times of disaster or other communications emergency.

ARTICLE III - MEMBERSHIP

1. **QUALIFICATIONS FOR MEMBERSHIP:** Membership to the Corporation shall be open to all community members on a nondiscriminatory basis.
2. **MEMBERSHIP MEETINGS:** The annual membership meeting of the Corporation shall be held on First day in the month of November of each year except that if such day be a legal holiday then in that event the directors shall fix a day not more than two (2) weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the Corporation a notice stating that date, time and place of the annual meeting.

Regular meetings shall be held at the Corporation location, or at the private residence of any Director of the Corporation, with sufficient notice to other members, directors and officers. The presence of not less than **three (3)** members of any membership meeting shall constitute a quorum and shall be necessary to conduct the business of the Corporation; however, a lesser number may adjourn the meeting for a period of not more than **four (4) weeks** from the date scheduled by the by-laws and the secretary shall cause a notice to of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

A membership roll showing the list of members as of the record date, certified by the secretary of the Corporation, shall be produced at any meeting upon the request of any member who has given written notice to the Corporation. Such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. **SPECIAL MEETINGS:** Special meetings of the Corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

- No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
4. **FIXING THE RECORD DATE:** For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, nor more than fifty (50) days prior to any other action.
 5. **ACTIONS BY MEMBERS WITH A MEETING:** Whenever members are required or permitted to take any action by vote, such election may be taken without a meeting by written consent, setting forth the action to be taken, signed by all members entitled to vote thereon.
 6. **PROXIES:** Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize any person or persons to act for the member by proxy, Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.
 7. **ORDER OF BUSINESS:** The order of all meetings of members shall be as follows:
 1. Roll Call
 2. Reading of the minutes of the preceding meeting
 3. Reports of committees
 4. Reports of officers
 5. Old and unfinished business
 6. New business
 7. Good and welfare
 8. Adjournments
 8. **MEMBERSHIP DUES:** Memberships to the Corporation are \$10 per year.

ARTICLE IV- DIRECTORS

1. **MANAGEMENT OF THE CORPORATION:** The Corporation shall be managed by the Board of Directors which shall consist of not less than three (3) Directors, nor more than seven (7) Directors, unless so directed by the Board as further defined in paragraph #4 below. Each Director shall be at least eighteen (18) years of age.
2. **QUALIFICATION OF DIRECTORS:** All active members of the Corporation in good standing shall be eligible to become Directors of the Corporation, as well as prominent members of the community as selected by the Board.
3. **ELECTION AND TERM OF DIRECTORS:** At each annual meeting the members the corporation shall elect Directors to hold office for an initial term of one year. Each Director shall hold office until the expiration of the term for which elected, or until a successor has been elected and shall have qualified, or until resignation or removal.
4. **INCREASE OR DECREASE IN NUMBER OF DIRECTORS:** The number of directors may be increased or decreased by a vote of the members or by a vote of the majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.
5. **NEWLY CREATED DIRECTORSHIPS AND VACANCIES:** Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the articles of in Corporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

6. **REMOVAL OF DIRECTORS:** A director may resign at any time by giving written notice to the Board of Directors, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
7. **RESIGNATION:** A director may resign at any time by giving written notice to the Board of Directors, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
8. **QUORUM OF DIRECTORS:** Unless otherwise provided in the articles of incorporation of the Corporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any other specified item of business.
9. **ACTION OF THE BOARD OF DIRECTORS:** Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is presented at such time, shall be the act of the Board of Directors. Each director present shall have one (1) vote.
10. **PLACE AND TIME OF BOARD OF DIRECTORS' MEETINGS:** The Board of Directors may hold its meetings at the office of the Corporation or at such other places, either within or without the state, as it may from time to time determine.
11. **REGULAR ANNUAL MEETINGS:** A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at the place of such annual meeting of members.
12. **NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS:** Regular meetings of the Board of Directors may be held without notice, at such time and place as it shall from time to time determine. Special meetings of the Board of Directors shall be held upon notice to the directors and may be called by the president upon three (3) days notice to each director either personally, by mail or by wire; special meetings shall be created by the president or by the 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 waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the director's lack of notice,
13. **ADJOURNMENT OF THE BOARD OF DIRECTORS' MEETING:** 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 other time place are announced at the meeting, to the other directors.
14. **CHAIRMAN:** At all meetings of the Board of Directors, the president, or in the president's absence, a chairman chosen by the Board of Directors shall preside.
15. **EXECUTIVE AND OTHER COMMITTEES:** The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members an executive committee and other named committees, each consisting of three (3) or more directors. Each such committee shall serve at the pleasure of the Board of Directors.

ARTICLE V- OFFICERS

1. **OFFICES, ELECTION AND TERM;** Unless otherwise provided for in the articles of incorporation, the Board of Directors may elect or appoint a president, one (1) or more vice-presidents, a secretary, a treasurer and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the Board of Directors following the annual meeting of members. Each officer shall hold office for the term for which elected or appointed and or until a successor has been elected or appointed and qualified.
2. **REMOVAL, RESIGNATION AND SALARY:** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. In the event of the death, resignation or removal of an officer, the Board of Directors in its discretion may elect or appoint a successor to fill the unexpired term. Any two (2) or more officers may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the Board of Directors.

3. **PRESIDENT:** The president shall be the chief executive officer of the Corporation and shall preside at all meetings of the members and of the Board of Directors. The president shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors carried into effect.
4. **VICE-PRESIDENTS:** During the absence or disability of the president, the vice-president, or if there more than one, the executive vice-president shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the Board of Directors shall prescribe.
5. **TREASURER;** The treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank or trust company as the Board of Directors may elect; and shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the president; and shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the president. The treasurer shall at all reasonable times exhibit the books and accounts to any director or member of the Corporation upon application at the office of the Corporation during ordinary business hours. At the end of each corporate or fiscal year, the treasurer shall have an audit of the accounts of the Corporation made by a committee appointed by the president, and shall resent such audit in writing at the annual meeting of the members, and at such time shall also present an annual report setting forth in full the financial condition of the Corporation.
6. **ASSISTANT-TREASURER;** During the absence or disability of the treasurer, the assistant-treasurer, or if there is more than one (1), the one (1) so designated by the secretary or the Board of Directors, shall have the powers and functions of the treasurer.
7. **SECRETARY:** The secretary shall keep the minutes of the meetings of the Board of Directors and also the minutes of the meetings of the members; and shall have custody of the seal of the Corporation and the power to affix and attest the same to documents when duly authorized by the Board of Directors. The secretary shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; and shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office. Also, the secretary shall keep a membership roll containing the names, arranged alphabetically, of all persons who are members of the Corporation. Said list shall show the members place of residence and the time they became members.
8. **ASSISTANT-SECRETARIES:** During the absence or disability of the secretary, the assistant-secretary, or if there are more than one (1), the one (1) so designated by the secretary or by the Board of Directors, shall have all the powers and functions of the secretary.
9. **SURETIES AND BONDS;** In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of the duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into the officer or agent's hands.

ARTICLE VI-DISSOLUTION

In the event of dissolution or liquidation of the Corporation, all proceeds from the sale, or liquidation of any assets, will be transferred to an entity with IRS 501(c)(3) exempt status of similar purposes and objectives.

ARTICLE VII - CORPORATE 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 word "SEAL", the words denoting "CORPORATION NOT FOR PROFIT" and the state of incorporation. The seal may be used by causing it to be impressed or affixed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

ARTICLE VIII- CONSTRUCTION

If there be any conflict between the provisions of the articles of incorporation and these by-laws the provisions of the articles of incorporation shall govern.

ARTICLE IX - AMENDMENTS

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by the Board of Directors but any by-law adopted, amended or repealed by the Board of Directors may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

ADOPTED this 29th day of November, 2005

Vic Poor, President/Director