

**CORPORATE BYLAWS
OF
ARIZONA GMRS REPEATER CLUB, INC.**

SECTION 1 – AUTHORITY

Section 1.1 – Governing Instruments

The Articles of Incorporation of the Arizona GMRS Repeater Club, Inc., hereinafter AGRC, were filed on March 28, 2016 and were subsequently approved by the Arizona Corporation Commission on March 30, 2016. The activity and operations of AGRC shall be governed by the Articles of Incorporation and these Bylaws.

Section 1.2 – Policies and Procedures

Policies and procedures, not inconsistent with the Articles of Incorporation and these Bylaws, which are approved by the Board of Directors, hereinafter the Board, may also be used for these purposes.

SECTION 2 - OFFICES

Section 2.1 – Office Location

The principal office of the Corporation shall be at any location within the state of Arizona, as determined by the Board of Directors. The current business address is: 8050 N. 19th Ave #263, Phoenix, AZ 85021. Additional offices may also be designated by the Board.

Section 2.2 – Office Changes

The location of the principal office or any additional offices of the Corporation may be changed from time to time by the Board, or by any officer so designated by the Board. Notification of any address change of the principal office will be made to the Arizona Corporation Commission as soon as possible.

SECTION 3 - PURPOSE

Section 3.1 – Specific Purposes

- a. Promotion of radio communications for community service.
- b. Furtherance of knowledge and education of GMRS radio systems.

- c. Operating repeater systems for the convenience and benefit of members.
- d. Providing communications to assist the public in times of emergency.
- e. Promotion of the proper use and operation of GMRS radio equipment.
- f. Working toward the advancement of the GMRS radio service.

Section 3.2 – General Restrictions

No activity of the Corporation may benefit any member in a pecuniary way. Officers, directors, and members may receive proper reimbursement for actual expenses related to operations of the Corporation but shall not be paid for services.

SECTION 4 – MEMBERSHIP AND DUES

Section 4.1 – General

All persons interested in GMRS radio communication may be eligible for membership, under the following classes and requirements. Only those members with voting rights, and who are in good standing, may be qualified to run for an elected office. Dues, procedures for payment, and periods for the collection of dues shall be set by the Board, and such information shall be published to members and prospective members. Procedures for membership qualification, in addition to those provided by these Bylaws, may be issued by the Board. Memberships are not transferrable, except as provided in section 4.14.

Section 4.2 – Regular Member

A member who is a licensed GMRS operator, in good standing, and is authorized to vote in elections and in other matters requiring a vote at a General Meeting, as well as hold office. Regular Members are authorized to participate in all AGRC activities and utilize repeater systems. Regular Members are required to pay dues. Such dues include a total of six (6) members, which are two (2) Regular Members and four (4) Family Members, as designated by a Regular Member, who is a license holder.

Section 4.3 – Charter Member

A member, who was associated with the Club prior to April 16, 2016, with the same rights and responsibilities as a Regular Member, except with no limitation on the number of family members. No additional Charter Members are being accepted.

Section 4.4 – Family Member

A member who is a licensed GMRS operator or is covered under the authority of a family GMRS license, under the FCC's criteria, and is designated by a Regular Member that is a license holder. Family Members may participate in all AGRC activities and utilize repeater systems, but do not have voting rights and may not hold office. A Family Member is not required to pay dues.

Section 4.5 – Associate Member

A member who provides material or other assistance to the Club and may participate in all activities of the Club. An Associate Member may be a person, organization, or a business. If the Associate Member (no more than two persons, if an organization or a business) is to utilize the Club repeater systems, the member must be a licensed GMRS operator. An Associate Member does not have voting rights, may not hold office and is not required to pay dues.

Section 4.6 – Life Member

A Life Member is a Regular Member or Charter Member in good standing that pays dues or makes a contribution in the amount of \$1,200.00 or more to the Club. Such dues or contributions may be made in a single payment or in several payments over time. The Board will consider an application for a Life Member and may approve, delay approval, or deny such application. If approved, the dues or donation would be accepted and utilized for any Club purposes at the sole option of the Board. An approved Life Membership would extend to any Family Members. A Life Member may pay any additional dues or make additional donations, but would not be required to do so. Should a Life member be separated from the Club, due to their resignation, removal for cause, or in the event of the dissolution of the Corporation, any dues or contribution paid would not be returned to the member. In the event of the death of a Life Member, Section 4.14 Member Death would apply. Further procedures relating to Life Members may be approved by the Board.

Section 4.7 – Membership in Good Standing

A member in good standing is any member who:

- a. Is operating under a valid GMRS license.
- b. Complies with FCC regulations.
- c. Follows AGRC Bylaws, policies and procedures.
- d. Has not been sanctioned for any violations within the last year.
- e. Pays dues in full and within the time required.

- f. Updates their member application information with the Secretary or online, whenever changes occur.
- g. Is not currently engaged in any illegal or unethical activity, which could bring AGRC into disfavor.

Section 4.8 – Member Application

Each prospective member shall make application on a form provided. Such prospective member shall agree to comply with these Bylaws and other policies or procedures approved by the Board; and further, shall agree to comply with all FCC regulations. When applying in person or by mail, the dues shall be tendered with the application. A membership application may be entered online on the Club website and dues may also be paid online, as prescribed.

Section 4.9 – Membership Approval Procedure

The Board may take any action necessary with regard to membership applications with a majority vote at any duly called Regular or Special meeting, or without a meeting, as set forth in these Bylaws or procedures in the AGRC Policy and Procedure Manual. The Membership Officer, Assistant Membership Officer or any officer designated by the President, shall review and qualify all prospective members and report the findings to the Board, in accordance with such procedures.

Section 4.10 – Regulation of Membership

For the good of the AGRC and to maintain its purposes, the membership may be regulated by any officer or by the Board. This includes verbal admonition or specific action against a member, as follows:

- a. Verbal Direction

When it is determined that a member is in violation of Bylaws, policies, procedures, or FCC regulations, the President, Communications Officer, or any other officer may verbally advise the member and request them to comply. If compliance is not forthcoming, such officer may report the violation according to the procedures in the AGRC Policy and Procedure Manual. Notwithstanding any other provision of this section, if a member is determined to be in serious violation of FCC regulations, is causing interference to other radio stations, or is causing improper operation of an AGRC repeater system, any officer or control operator may verbally, or by any other means, direct the member to cease transmitting and the member shall comply.

b. Suspension or Revocation of Membership

Any membership may be suspended or revoked for good cause shown, by action of the Board with a majority vote. Such action may be taken for violation of the Bylaws, policies, or procedures, as well as violation of FCC regulations or for other proper reasons deemed necessary by the Board. This section does not apply to members who hold an elected office. Action against officers or directors may only be initiated by the voting membership. (See section 5.9 or section 6.10)

c. Complaint, Hearing and Determination

A member may make a complaint to any officer. The complaint will be processed and investigated according to the AGRC Policy and Procedure Manual. The member in the complaint may request a hearing. The hearing will be a private hearing, unless a public hearing is requested by the member. If so requested, the Board must set the matter for a public hearing and notice to all members shall be provided at least fifteen days prior to the hearing. At the hearing, the member must be given ample opportunity to argue their case and any other member(s) may also be heard, either for or against. The right to be heard shall not be unreasonably denied by the Board. The Board, however, may limit the time allowed for the hearing, table, or postpone all or part of the hearing to another day or time. After the hearing, the Board shall make a determination and take action, as necessary.

d. Forfeiture of Dues

A member whose membership has been revoked for cause shall forfeit any dues which have been paid.

Section 4.11 – Prohibited Actions; Penalty

Members are prohibited from engaging in the following activity:

- a. Violation of FCC regulations or AGRC policies or operating procedures.
- b. Failure to comply with direction of control operators or officers relating to the use of repeater systems or GMRS frequencies.
- c. The release, publication, or communication to any person, who is not an AGRC member, of AGRC proprietary information, including, but not limited to, repeater access tones, codes, or web-based data, passwords or any other information. (The mandatory minimum penalty is a 30-day suspension.)
- d. The Board will determine, pursuant to these Bylaws, what action will be taken, or penalty assessed for violations of this section.

Section 4.12 – Members Delinquent in Payment of Dues

Non-payment of dues by the date required may result in suspension or revocation of membership. Members who are delinquent in dues may not vote or hold office. Those who are delinquent more than 30 days will have their membership suspended. After 60 days, the membership may be revoked. Membership may be reinstated upon full payment of all delinquent dues, with the approval of the Board.

Section 4.13 – Member Resignation; Remaining Dues

Any member may resign at any time by delivering a resignation in writing to the Secretary in person or by mail, or by email. The resignation shall be effective upon the date so stated, or if no date indicated, then on the date received. Any dues remaining which have been paid by such member, if in good standing, shall be refunded if fifty (50) percent or more of the membership period remains. Otherwise, the dues will not be refunded.

Section 4.14 – Member Death; Survivor Retention of Membership

Upon the death of a licensed member in good standing, the surviving spouse or secondary member on the application, hereinafter “survivor”, may retain the membership in the same class or may choose a different class. Within a reasonable time, the survivor is required to obtain a GMRS license in their name, if they are not already licensed, and to maintain it during their membership. Remaining membership dues may be applied to the survivor and they may renew the membership at the expiration of the decedent’s membership. Membership dues will not be refunded in the case of the death of a member. If requested by the survivor, the membership may be changed to temporary status for up to one year. Any balance of dues remaining would be retained if the membership is re-activated.

SECTION 5 – BOARD OF DIRECTORS

Section 5.1 – Powers and Duties

Subject to the provisions of law, the Articles of Incorporation, and these Bylaws, the Board of Directors (“the Board”) shall have control and management of the AGRC and shall exercise all the powers that are authorized to a non-profit corporation.

Section 5.2 – Election, Number and Term of Office

The initial Board shall be those persons specified in the Articles of Incorporation. Those directors shall hold office until December 31, 2016, or until their resignation or removal. The Board shall be elected by the voting membership at the annual meeting of the general membership, every two years. Each Director shall hold office for two (2) years and until such Director’s successor has been elected and qualified, or until his or her death, resignation, or removal. The number of Directors constituting the entire Board shall be five (5). There is no limitation on consecutive terms of office for a Director.

Section 5.3 – Board of Directors and Qualifications

In order to be nominated as a Director, the person must be a voting member in good standing. The Board of Directors will consist of the following five members, which are the executive officers listed below:

President
Vice President
Secretary
Treasurer
Communications Officer

Section 5.4 - Quorum

At any meeting of the Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business. Therefore, three of the five Directors would need to be present. The term “present” shall include participation in a meeting using electronic communication, under the provisions of Section 9.9 of these Bylaws. If unable to obtain a quorum, the meeting shall be adjourned.

Section 5.5 – Voting

At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President may vote to be the tie-breaker.

Section 5.6 – Majority Action of the Board; Objection to Action

Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum exists is an official act of the board of directors. A director of the corporation who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to such action, despite inaction by the director, unless the director:

- a. Without delay, objects to the meeting taking place or transacting specific business at the meeting, due to lack of proper notice of the meeting, or a violation of Bylaws or parliamentary procedure; or,
- b. The director votes against or abstains from the action taken.

Section 5.7 – Action without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, except for a hearing, as provided for in section 4.9.c. Unless other consent requirements are specified in these Bylaws, action taken without a meeting is only permitted if all Directors of the Board give unanimous consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent forms thereto, of the Directors, shall be filed with the minutes of the proceedings of the Board. This procedure will only be used when necessary and not for the purpose of restricting the ability of the general membership to have access to Board meetings.

Section 5.8 - Resignation

Any director may resign from office at any time by delivering a resignation in writing to the Board, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 5.9 – Removal of Director

Except as otherwise provided in section 5.11 and section 5.12, A Director may be removed from office, for good cause shown, by a three-fourths majority of the voting membership at a special election called by a majority of the Board, or, by petition to the President bearing valid signatures of ten percent of the voting members of record. The three-fourths majority in this section shall be based on the number of votes cast by written ballot.

Section 5.10 - Vacancies

A vacancy in office occurs when a Director resigns, is removed from office, dies, or is incapacitated. Any vacancy occurring on the Board arising at any time and from any cause may be filled by appointment of the President, subject to approval of a majority of the Board. A Director appointed to fill a vacancy shall hold office, including the executive officer position, for the unexpired term of his or her predecessor.

Section 5.11 – Board Member Absence; Lack of Good Standing; Disqualification

- a. If the membership in the corporation of any director is no longer in good standing, according to the Bylaws, for thirty or more days, or; if a director fails to attend any meeting of the Board of Directors for two consecutive meetings, the President may declare the Director disqualified as soon as the second meeting.
- b. The board shall then vote to designate another member in good standing to act as a director pro tem for that meeting only. Any majority vote would approve the pro tem director. In the event there are only two directors available for a vote (in person or electronic), then the President would vote as the third director to approve the pro tem director. Official notice of this action shall be sent to the applicable director by the Secretary, including further possible actions.
- c. If the absent director returns at the following meeting, and their membership is in good standing, the President may declare the director is no longer disqualified and the board may vote for the director's re-instatement.
- d. If the director does not attend a third consecutive board meeting or their membership remains not in good standing, the position shall be declared vacant by the President and he/she shall appoint a replacement, who shall be a member in good standing as approved by the Board. The Board position shall be filled for the remainder of the term, in accordance with section 5.10 of these Bylaws.

- e. For the purposes of this section, a director who uses a proxy and who is not disqualified, will have their proxy honored, if otherwise in accordance with these Bylaws. If disqualified, the proxy will not be honored. Directors are not considered to be in attendance at a meeting, unless they are physically at a meeting or participating in a meeting using electronic communication, in accordance with section 9.9 of these Bylaws. Reference: Section 14.4 Definitions.

Section 5.12 – Board Member Absence Due to Extraordinary Cause; Lack of Quorum

- a. In the event of a local emergency, state of emergency, or state of war emergency as defined in ARS 26-301, or; in the event of the death of any directors, or other cause, and there is only one director or no directors to conduct business and no quorum exists, the President may take emergency action as a pro tem director, if it is reasonable and immediately necessary. If such action is not immediately necessary, the President shall conduct the business at the next available meeting. Any such actions by the President may be reviewed and approved by the re-constituted board at a later time.
- b. If an emergency exists, as defined in (a), and a quorum may not exist for a lengthy period of time, the President may declare certain board positions vacant and schedule a special election of the general membership to replace the vacant board positions. A minimum notice of five days must be sent out to members, using the method indicated in the Election requirements of the Bylaws, or if unavailable, by two-way radio or other means. If a special election cannot be scheduled, the vacant board position(s) will be appointed by the President and the replacement(s) shall fill the position(s) for the remainder of the term(s) or until a special election in which qualified replacements are elected.

SECTION 6 – EXECUTIVE OFFICERS

Section 6.1 – General

The executive officers shall be the President, Vice President, Secretary, Treasurer and Communications Officer. Executive Officers shall also serve as Directors as indicated in Section 5.3. Executive Officers shall serve without compensation, but may be reimbursed for actual expenses incurred in the conduct of their office, as approved by the Board.

Section 6.2 – Qualifications

In order to be nominated as an Executive Officer, the person must be a voting member in good standing and be willing to serve on the Board of Directors.

Section 6.3 – Election and Term of Office

Executive officers shall be elected by the General Membership with voting rights every two years at the annual meeting. Executive officers will hold office for two years and until such officer's successor has been elected and qualified, or until his or her death, resignation, or removal. The initial executive officers shall be elected by the Board of Directors and shall hold office until December 31, 2016. Any executive officer may be re-elected for subsequent years, provided such officer is otherwise qualified. There is no limitation on consecutive terms of office for an Executive Officer.

Section 6.4 – President, Duties and Authority

The President shall be the Chief Executive Officer of and shall be responsible for the overall operation of the AGRC, with the approval of the Board. The President shall preside at all meetings of the General Membership. The President shall appoint all other positions, committees, or officers, except executive officers, subject to approval of the Board. The President is also an additional member of all committees, ex-officio, only for the purpose of voting in the event of a tie vote. The President is responsible for ensuring that the resolutions and policies of the Board are carried out. The President will provide reports, analysis, and other information regarding the status of AGRC to the Board and the General Membership. In addition, the President shall have such other authority and will perform such other duties as may, from time to time, be assigned by the Board.

Section 6.5 – Vice President, Duties and Authority

The Vice President shall temporarily assume the duties and authority of the President when he or she is absent, unable to, or refuses to carry out such duties, or if the office of President otherwise becomes vacant. The Vice President shall carry out such duties with approval of the Board but may not make permanent appointments. In addition, the Vice President shall have such other authority and will perform such other duties as may, from time to time, be assigned by the President or the Board.

Section 6.6 – Secretary, Duties and Authority

The Secretary is the records administrator of the AGRC and is responsible for the following:

- a. Ensuring proper minutes are taken of all Board meetings and General Membership meetings.
- b. Issuing and publicizing meeting or election notices.
- c. Handling correspondence and distributing it to the proper official.
- d. Acting as custodian of the corporate records. Maintaining the official records and files and providing for security and backup of such records. (See Records Section.)
- e. Maintaining the membership records, providing reports and a membership roster to the President and the Board.
- f. Issuing notices of membership renewal to all members, when required.

- g. Authenticating corporate records by signature or official seal.
- h. Performing such other duties as may be assigned by the President or the Board.

Section 6.7 – Treasurer, Duties and Authority

The Treasurer is the financial officer of the AGRC and is responsible for the following:

- a. Safeguarding and administering all assets.
- b. Paying all obligations of AGRC and collecting all amounts due.
- c. Ensuring that all expenditures are within policies established by the Board and have received prior approval and are properly recorded.
- d. Providing a monthly report, as of the end of the month, to the President and the Board of the month's receipts and disbursements, and the financial condition of the AGRC.
- e. Preparing an annual budget, or future budgets, as requested by the Board.
- f. Ensuring that all funds received by AGRC are deposited into the bank account which is authorized by the Board.
- g. Signing all checks issued by AGRC. Checks issued, as approved by the Board, in the absence of the Treasurer, may be signed by any executive officer.
- h. Providing the Treasurer's records to an Audit Committee, if so appointed, within thirty days of a request by such Committee, the President, or the Board.
- i. Performing such other duties as may be assigned by the President or the Board.

Section 6.8 – Communications Officer

The Communications Officer is responsible for all the communications activities of AGRC, with approval of the President and the Board, including the following:

- a. Developing and maintaining procedures for operation of repeater systems, nets, field activities, and other requirements.
- b. Maintaining a schedule for control operator management and monitoring of repeater systems.
- c. Supervision of communications training, as needed.
- d. Enforcement of FCC regulations, as well as AGRC policies and procedures relating to radio communications of members.
- e. Performing such other duties as may be assigned by the President or the Board.

Section 6.9 - Resignation

Any executive officer, other than the President, may resign from office at any time by delivering a resignation in writing to the President, who shall notify the Board. If the President is resigning office, he or she shall deliver such resignation to the Board. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 6.10 – Removal of Executive Officer

An Executive Officer may be removed from office, for good cause shown, by a three-fourths majority of the voting membership at a special election called by a majority of the Board, or, by petition to the President bearing valid signatures of ten percent of the voting members of record. The three-fourths majority in this section shall be based on the number of votes cast by written ballot.

Section 6.11 - Vacancies

A vacancy in office occurs when an Executive Officer resigns, is removed from office, dies, or is incapacitated. Any vacancy of an Executive Officer, arising at any time and from any cause, may be filled by appointment of the President, subject to approval of a majority of the Board. An Officer appointed to fill a vacancy shall hold office, including the Board of Director position, for the unexpired term of his or her predecessor.

SECTION 7 – OPERATIONS OFFICERS

Section 7.1 – Appointment, Titles, and Term of Office

Operations officers, or assistant operations officers, may be appointed by the President and shall be ratified by the Board. The following officers shall be appointed by the President: Media Officer, Membership Officer and Emergency Services Officer. Other such officers may be appointed, as necessary. Assistant Officers, such as Assistant Secretary or Assistant Treasurer, may be appointed. Operations officers may serve without term limits and may also be Executive Officers or Board Members.

Section 7.2 - Qualifications

In order to be appointed as an operations officer, the person must be a voting member in good standing.

Section 7.3 – Duties and Responsibilities

The duties, responsibilities and procedures for each Operations Officer and Assistant Operations Officer will be set forth in the AGRC Policy and Procedure Manual.

Section 7.4 - Resignation

Any operations officer may resign from office at any time by delivering a resignation in writing to the President, who shall notify the Board.

Section 7.5 – Removal of Operations Officer

An Operations Officer may be removed from office, for good cause shown, by the President, with approval of the Board, or by resolution of the Board directing the President to remove the officer in question.

Section 7.6 - Vacancies

A vacancy in office occurs when an Operations Officer resigns, is removed from office, dies, or is incapacitated. Any Operations Officer vacancy arising at any time and from any cause may be filled by appointment of the President, subject to approval of a majority of the Board.

SECTION 8 – GENERAL MEETINGS

Section 8.1 - Purpose

The purpose of a general meeting is to provide information to the general membership regarding the status and financial condition of AGRC, put forth training opportunities and informational programs and allow the membership a voice in the club. The only required items for a vote of the membership are the following:

- a. To confirm an amendment of the Articles of Incorporation or of these Bylaws.
- b. Election of officers and directors at the annual meeting;
- c. Special election called to remove an officer or director; and
- d. Approval of the minutes of a former general meeting.

Section 8.2 – Dates and Places

General meetings of the membership shall be held on a regularly scheduled basis. The dates, times, and places of the meetings will be determined by the Board. The annual meeting, at which elections will be held, shall be held in the month of December.

Section 8.3 – Notification of General Meetings

The date, time, and place of each General Meeting will be published a minimum of thirty (30) days prior to the meeting. All voting members will be notified by email, or if no email address exists for a member, then in writing delivered in person or by U.S. mail. In addition, the date, time, and place of General Meetings will be published on an AGRC web site or other media.

Section 8.4 - Agenda

The agenda for each General Meeting, or a link to such agenda, will be emailed to all voting members a minimum of fifteen (15) days prior to the meeting. No item may be voted on in a General Meeting, unless it is on the agenda prior to the meeting.

Section 8.5 – Quorum Required

No official business shall be conducted at any General Meeting or Special Membership Meeting unless there is a quorum present. A quorum is a minimum of ten (10) voting members in good standing. Present is defined as being physically at a meeting, present with the use of electronic communication, as defined in Section 9.9 of these Bylaws, or by proxy. If a quorum is not present, the meeting will be adjourned.

Section 8.6 – Use of a Proxy

A written proxy, signed by a member in good standing with voting rights shall be honored at a General Meeting or Special Membership Meeting, if presented by another member in good standing. A general proxy or a proxy sent electronically shall be honored. A vote by proxy at any meeting must be voted using a written ballot filled out by the person holding the proxy and is effective when received by the Secretary or other officer authorized to accept votes. The Secretary or other authorized officer will be responsible for procedures to determine the validity of any proxy.

Section 8.7 – Special Membership Meetings

A Special Membership Meeting may be called by a majority of the Board of Directors or by petition of the membership, which includes signatures of a minimum of fifteen (15) percent of the voting membership of record. A Special Membership Meeting may be called only for action on a specific item.

Section 8.8 – Notice of Special Membership Meetings

The date, time, and place of each Special Membership Meeting will be published a minimum of fifteen (15) days prior to the meeting. All members, voting and non-voting, will be notified by email, or if no email address exists for a member, then in writing delivered in person or by U.S. mail. In addition, the date, time, and place of Special Membership Meetings will be published on an AGRC web site or other media. The reason for the meeting shall be included in the notice.

SECTION 9 – BOARD MEETINGS

Section 9.1 – Purpose

The purposes of a regular meeting of the Board of Directors include, but are not limited to, the following:

- a. Discuss and approve matters of policy for AGRC.

- b. Approve the payment of bills and debts owed.
- c. Consider and approve other financial matters.
- d. Discuss and approve appointments of officers and committees.
- e. Consider and approve new members.
- f. Discuss and take action, if necessary, on matters of member compliance.
- g. Allow the membership to have a voice. Members, as well as guests of members which are invited with prior approval, may be recognized and heard by the Board, but may not vote.

Section 9.2 – Dates and Places

Board meetings shall be held on a regularly scheduled basis. The dates, times, and places of the meetings will be determined by the Board.

Section 9.3 – Notification of Board Meetings

The date, time, and place of each Board Meeting will be published a minimum of thirty (30) days prior to the meeting. All members, voting and non-voting, will be notified by email, or if no email address exists for a member, then in writing delivered in person or by U.S. mail. In addition, the date, time, and place of Board Meetings will be published on an AGRC web site or other media.

Section 9.4 – Agenda

The agenda for each Board Meeting will be published on an AGRC web site, at a minimum, fifteen (15) days prior to the meeting. No item may be voted on in a Board Meeting, unless it is on the agenda prior to the meeting. Notwithstanding the foregoing, if the Board determines that an action, which is not on the agenda, must be taken due to an urgent matter, and approves a resolution to that effect, then a vote may be held, and action taken on that item. The Board will define an urgent matter and whether an action is necessary.

Section 9.5 – Quorum Required

No official business shall be conducted at any Board Meeting or Special Board Meeting unless a quorum is present. A quorum is a majority of the Board. Therefore, three of the five Directors would need to be present. If unable to obtain a quorum, the meeting shall be adjourned.

Section 9.6 – Use of a Proxy

A written proxy, signed by a Director in good standing with voting rights shall be honored at a Regular Board Meeting or Special Board Meeting, if presented by another Board member or officer in good standing. A general proxy or a proxy sent electronically shall be honored. A vote by proxy at any meeting must be voted using a written ballot

filled out by the person holding the proxy and is effective when received by the Secretary or other officer authorized to accept votes. The Secretary or other authorized officer will be responsible for procedures to determine the validity of any proxy.

Section 9.7 – Special Board Meetings

A Special Board Meeting may be called by a majority of the Board of Directors or by the President. A Special Board Meeting may be called only for action on specific items.

Section 9.8 – Notice of Special Board Meetings

The date, time, and place of each Special Board Meeting will be published a minimum of five (5) days prior to the meeting. All members, voting and non-voting, will be notified by email, or if no email address exists for a member, then in writing delivered in person or by U.S. mail. In addition, the date, time, and place of all Special Board Meetings will be published on an AGRC web site or other media. The reason(s) for the meeting will be included in the notice. In addition, whether or not any persons involved will participate using electronic communication, if known, shall be included in the notice.

Section 9.9 – Use of Electronic Communication for Board Meetings

One or more Directors or officers may utilize electronic communication to participate in a Board meeting remotely, provided that all persons can hear each other concurrently and there is unanimous consent to this type of participation. All actions taken shall be included in the minutes and resolutions of the Board and shall be made in written form and filed in accordance with these Bylaws.

Section 9.10 – Board Meetings to be Open

As a matter of policy, Board meetings are normally open to all members. The Board of Directors may, for good cause, close any meeting or part of a meeting by a majority vote. Some of the acceptable reasons for the closing of a meeting would be an instance of competitive bidding or of a matter involving a hearing relating to the resignation, removal, or incapacity of an officer or Director. The Board shall close a meeting only by resolution, which shall state the reason(s) for such action.

SECTION 10 – CONDUCT AT MEETINGS

Section 10.1 – Presiding Person

The President is the presiding officer at all general meetings and elections at those meetings. The Chair will preside at all Board meetings. Those persons who are presiding at a meeting may not suspend the rules or Bylaws, except as authorized in section 10.2.

Section 10.2 – Parliamentary Procedures

Robert’s Rules of Order shall serve as the parliamentary authority for the conduct of all meetings and elections. In any case, the provisions of these Bylaws or the Articles of Incorporation shall prevail if there is a conflict of rules. Those presiding at a meeting may, without a motion from the floor, limit the length of time members may have the floor to speak, postpone certain items on the agenda for action at another meeting, appoint a Sergeant at Arms, and, if necessary, have an unruly member or non-member removed for the purpose of maintaining order and effectiveness.

Section 10.3 – Compliance with Rules Required

The conduct of the Presiding persons and members at all meetings and elections is required to comply with this section and other pertinent sections of these Bylaws. Actions that are taken when these rules, pursuant to section 10.2, are not used may be challenged by membership as being invalid. (See section 8.7)

SECTION 11 – ELECTIONS

Section 11.1 – General

Elections will be held every two years for the Board of Directors and Executive Officers at the annual General Meeting, beginning at the meeting held in December, 2018.

Section 11.2 – Notice of Regular Elections

Notice of elections which occur at the annual General Meeting in December shall be included with the notice required in section 8.3. The notice of election shall include the nature and purpose of the election, a sample ballot if available, the required majority to approve the matter or elect the nominee(s) and any other information that is pertinent. In addition, the date, time, and place of all Regular Elections will be published on an AGRC web site or other media.

Section 11.3 – Notice of Special Elections

The date, time, and place of each Special Election will be published a minimum of fifteen (15) days prior to the election. All voting members will be notified by email, or if no email address exists for a member, then in writing delivered in person or by U.S. mail. In addition, the date, time, and place of all Special Elections will be published on an AGRC web site or other media. The notice of election shall include the nature and purpose of the election, a sample ballot if available, the required majority to approve the matter or elect the nominee(s) and any other information that is pertinent.

Section 11.4 – Vote by Proxy

A written proxy, signed by a voting member in good standing, shall be honored at a Regular Election or Special Election, if presented by another voting member or officer in good standing. A general proxy, or a proxy that has been transmitted electronically, will be honored. A vote by proxy at any election must be voted using a written ballot filled out by the person holding the proxy and must be presented to the presiding officer and verified by the Secretary. The Secretary will be responsible for procedures to determine the validity of any proxy.

Section 11.5 – Notification of Candidacy and Verification

A member who wishes to become a candidate for an elected office must notify the Secretary in writing a minimum of sixty (60) days prior to the election date. The notification must include the member's name and the title of the office or offices the person is seeking. When a notification has been received, the Secretary shall verify that the member is qualified for the office, pursuant to these Bylaws. If verified, the Secretary will add the member's name and the office(s) they are seeking to a list of qualified candidates, notify the Board and include the list with the required notification of the meeting date and location at which the election will occur. The member will be advised if the Secretary is unable to verify their qualifications.

Section 11.6 – Nomination

Nominations for elected offices will be from the list of qualified candidates verified by the Secretary, in accordance with Section 11.5. Each candidate may be nominated from the floor by any member in good standing. Once nominated, the candidate will be asked if he or she will accept the office and carry out its duties, if elected. If the nominee answers in the affirmative, they will be declared a confirmed candidate. If not, they will not be considered a candidate. This process will continue for all nominees. When there are no further nominations, the Presiding Officer will declare that nominations are closed.

Section 11.7 – Voting Procedures

Unless otherwise provided by these Bylaws, all matters presented to the general membership shall be determined by a simple majority of the voting members present at the meeting. After the nominations are closed, voting may begin as follows:

a. Show of Hands

Unless a secret written ballot is required by these Bylaws or is ordered pursuant to section 11.7.b, each matter or candidate may be presented individually to the voting membership for a "show of hands" vote. The vote will be counted and announced.

b. Secret Written Ballot

In all Special Elections and Elections relating to the amendment or repeal of the Articles of Incorporation or the Bylaws, the vote shall be by secret written ballot. Upon motion by any voting member for other elections, the membership may direct by a simple majority of those voting members present that a vote be taken by secret ballot. A motion to require a secret written ballot is privileged and must be considered prior to the vote(s) being taken. In a Special Election or an Election relating to amendment or repeal of the Articles of Incorporation or the Bylaws, no motion or vote for a written ballot is needed.

Section 11.8 – Vote Count and Results

In the event of a “show of hands” vote, the Presiding officer shall count the vote and announce it. For a secret ballot vote, the Secretary, or other officer if the Secretary is unavailable, shall count the ballots for each issue or candidate. The vote count will be confirmed by a separate officer designated by the Presiding officer. The Secretary will announce the confirmed vote. If any member wishes to contest the vote, it must be done immediately. Otherwise, the vote will be considered final. If the vote is contested, the Presiding officer will appoint an election committee of three (3) persons, who are not executive officers or candidates, to conduct a recount. The Chair of the committee will announce the results. The Presiding officer will announce the result and whether the measure has passed or will declare the names of the winners of the election.

a. Board of Directors Election

Any candidates who receive the majority of total votes cast will be declared elected. If no candidate receives a majority, the candidate with the fewest votes will be dropped from consideration and the process will continue until all director positions are filled.

b. Executive Officers Election

Each officer position will be voted on individually, including President, Vice President, Secretary, Treasurer and Communications Officer. The candidate receiving the highest number of votes for the position will be declared the winner.

Section 11.9 – Newly Elected Positions

Those officers and Directors who were elected at the annual meeting will take office on January 1st of the following year.

Section 11.10 – Officers and Directors Leaving Office

Officers or Directors who no longer hold office after an election shall, within 24 hours, turn over all books, records, financial information, bank cards, or other property of the AGRC in their possession to the newly elected successor.

SECTION 12 – RECORDS

Section 12.1 – Custodian of the Records

The custodian of the corporate records of AGRC is the Secretary, and as such is responsible for the requirements of this section. In addition, the Secretary is responsible for the authentication of all corporate records, either by signature for hard copy records, electronic signature for electronic records, or other mark or identification authorized by the Secretary.

Section 12.2 – Records Availability

A copy of the records of the AGRC will be made available to any member who requests corporate records. The Articles of Incorporation, these Bylaws, and any policies or procedures will be provided on AGRC websites for member information. The release or distribution of Confidential or Restricted information will be in accordance with the AGRC Policy and Procedure Manual.

Section 12.3 – Storage and Protection of Records

All original or certificated copies of corporate records of the AGRC shall be kept in a safe and secure location. A separate copy of the records will be kept at another physical location, along with another backup copy in electronic form. The corporate records include, but are not limited to:

- a. The certified copy of the Articles of Incorporation and the original Bylaws;
- b. Resolutions approved by the Board;
- c. Minutes of all meetings and records of all elections;
- d. Membership roster;
- e. Records of all appointments of operations officers and committees; and,
- f. Copies of all policies and procedures approved by the Board.

Section 12.4 – Meeting Minutes; Approval Procedure

The Secretary, or designee, shall record the minutes of all AGRC meetings, including meetings of the Board, general membership, or committees. These records shall include minutes for all such meetings, whether conducted in person, by electronic communication, or for actions taken by the Board without a meeting and will be filed and kept in accordance with these Bylaws. Minutes of Board meetings or records of actions of the Board taken without a meeting shall be approved by a majority of the Board. Minutes of general membership meetings shall be approved by a majority of the voting membership in good standing, who are present. Minutes of committee meetings shall be approved by a majority of the committee members in good standing, who are present. The Secretary may cause an electronic recording to be made of any such meeting, as needed. Such electronic recording may be in addition to, but may not replace, the written minutes.

Section 12.5 – Special Approval Procedure for Board Meeting Minutes

In order to provide approval of Board meeting minutes in a timely manner, the minutes may be approved using the following procedure:

- a. The Secretary will post a draft of the minutes to the Board Members and Officers forum under the Board meeting minutes discussion folder on the member website. Upon posting, all Board Members and Officers will be notified by email.
- b. The draft copy of the minutes will remain posted for seven (7) days to allow the Board to review, comment, or request revisions, if needed.
- c. Revisions requested will be confirmed and made, if needed. The revised draft will then be re-posted to the forum for review and approval and the seven (7) day period will begin again on the date the revised draft is posted.
- d. The minutes are considered approved immediately upon unanimous Board approval, or if a majority approval is received after the seven (7) day period. Once approved, the Secretary may mark them as approved, post to the general membership website, and add the minutes to the record book.
- e. If the required approval is not received within the seven (7) day period, the Secretary may begin the process again, or, may wait until the next scheduled Board meeting for approval.

SECTION 13 – FINANCES

Section 13.1 – Fiscal Year and Reports

The fiscal year of AGRC is January 1st through December 31st. The Treasurer shall submit financial reports as required by these Bylaws on a monthly and annual basis. In addition, all forms necessary shall be submitted to the state and federal agencies, including, but not limited to, the Internal Revenue Service and the Arizona Corporation Commission, when such forms are due. The Treasurer, if approved by the Board, may procure the services of an accountant to prepare forms and reports for the AGRC.

Section 13.2 – Financial Officer

The financial officer for the AGRC is the Treasurer, and as such is responsible for all requirements of this section. Notwithstanding the foregoing, the President may, with approval of the Board, appoint an internal Audit Committee to review all financial records periodically or on an annual basis, if deemed necessary.

Section 13.3 – Checks and Disbursements

All checks issued by AGRC shall be signed by the Treasurer. In the absence of the Treasurer, any of the following officers; President, Vice President, or Secretary, may sign checks. Any officers which are authorized to sign checks in this section, may also use other authorized means, such as bank cards, to pay debts or make disbursements. All disbursements shall have prior approval of the Board, with the exception in Section 13.4.

Section 13.4 – Regularly Occurring Disbursements

The board may authorize the treasurer, by resolution, to pay all regularly occurring bills or obligations of the corporation. In addition, the Treasurer is authorized to make payment of minimal expenses without specific approval or resolution by the Board, if such payments are in the amount of twenty five (25) dollars or less. The board may alter or withdraw any such resolution, as needed.

Section 13.5 – Funds Received

All monies, funds, and properties received as donations, dues, or for any other purposes are to be immediately considered the property of AGRC and shall be dispensed or expended in accordance with these Bylaws and the Articles of Incorporation.

Section 13.6 – Banks and Other Financial Institutions

The Board shall designate who may open accounts and deposit funds. Further, the Board shall also designate by resolution what banks or other financial institutions may be used to deposit funds of the AGRC and what procedures will be used.

Section 13.7 – Contracts

The Board may authorize any Executive Officer or Officers to enter into any contract or execute any instrument in the name of and on behalf of the AGRC. Such authority may be general or confined to specific instances. No officer, Director, member or agent of AGRC shall have any authority to bind the Corporation by any contract or instrument, or to pledge funds or credit or to render it liable for any purpose or for any amount, unless authorized by the Board.

SECTION 14 – CONSTRUCTION AND DEFINITIONS

Section 14.1 – Conflict

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation of the Corporation shall prevail.

Section 14.2 – Titles

The section and sub-section titles used herein are for the convenience of the reader and do not have any particular legal meaning.

Section 14.3 – Bylaws Severable

Any Bylaw, or part thereof, which is or is found to be in conflict with the Articles of Incorporation or with any applicable law or regulation, shall be rendered ineffective, but all other parts of these Bylaws shall continue to be of full force and effect, insofar as they are not in such conflict.

Section 14.4 – Definitions

- a. The terms “AGRC”, “the Corporation”, and “the Club” shall in all cases refer to the Arizona GMRS Repeater Club, Inc.
- b. The term “Chair” or “Chairperson” shall in all cases refer to the Chairman or Chairwoman of the Board of Directors of the Corporation.
- c. The term “Director” shall in all cases refer to a Director of the Board of Directors of the Corporation.
- d. The acronym “FCC” shall mean the Federal Communications Commission.
- e. The term “General Membership” shall mean all classes of the members of AGRC, including those without voting rights.

- f. The acronym “GMRS” shall mean the General Mobile Radio Service, as defined in Title 47 Code of Federal Regulations, Part 95.
- g. The term “present”, as it applies to a meeting of the Board of Directors, shall mean participating at such meeting in person, by proxy or by means of electronic communication.
- h. The term “Voting Membership” shall mean only those members of AGRC, in good standing, who have voting rights as authorized by the Bylaws.

SECTION 15 – AMENDMENTS

Section 15.1 – General

The Bylaws of the Corporation may be amended, as necessary, by the Board or by the general voting membership, in accordance with the procedures in this section.

Section 15.2 – Proposed Amendment

Any member with voting rights may request an amendment to these Bylaws. The proposed amendment may be submitted to the President, who shall review it’s merits. The President will then make a recommendation to the Board. The Board shall then either adopt the proposed amendment, adopt an altered amendment, or not adopt the amendment. The Board, on its own, may adopt a proposed amendment by a majority vote.

Section 15.3 – General Membership Election Required

If a proposed amendment is adopted by the Board, it shall set the amendment for a vote of the membership with voting rights at the next annual meeting election. The election will be conducted, and the membership notified in accordance with Section 11 – Elections, of these Bylaws. If a Special Election is requested, then it shall proceed under the provisions for Special Elections in these Bylaws. A vote of two thirds of the voting membership present shall be required for the amendment to pass. If the amendment passes, then it shall be considered as ratified by the General Membership and will take effect in seven (7) days after the election.

Section 15.4 – Minor Changes to Amendments

The Secretary is authorized to make necessary changes in punctuation or capitalization within these Bylaws, as long as the approved meaning is not altered.

SECTION 16 – DISSOLUTION

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation.

* * *

APPROVAL:

These Bylaws were adopted at a meeting of the Board of Directors of Arizona GMRS Repeater Club, Inc. on June 18, 2016, and will take effect on June 19, 2016.

PJ Hunt, Chair, Board of Directors

Richard Carlson, President

Desiree Guth, Secretary