

BYLAWS OF SAWNEE AMATEUR RADIO ASSOCIATION, INC.

ARTICLE ONE

The affairs of Sawnee Amateur Radio Association, Inc. (the “Corporation”) shall be controlled and administered by a board of directors (the “Board of Directors” or “Board”) which shall be composed of four (4) to nine (9) members. Each director shall be appointed for a staggered three-year term by a majority of the members, or until his successor has been elected, but may resign at any time and may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors. Upon death, removal, resignation, or incapacity of any member of the Board of Directors, a majority of the then remaining directors shall elect a successor to serve the unexpired term of the director, even though the remaining directors do not constitute a quorum of the Board of Directors. A director shall be considered incapacitated if for any reason he shall be unable to carry on the duties of his office and the remaining directors shall have declared such director incapable of service by two-thirds vote of the directors voting.

The directors and members shall meet at least annually during the month of January at a place, time, and date that shall be fixed by the President. The directors shall hold such other meetings as may be necessary from time to time upon call of the President, which call shall specify the place, time, and date of the meeting.

ARTICLE TWO

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as may be elected by the directors. Only directors shall serve as officers of the Corporation. All officers shall be at least twenty-one (21) years of age. The same person may simultaneously hold more than one office. Officers

shall be elected annually.

The President shall preside at all meetings, and act as Chairman of the Board. The President shall be the primary contact between the Corporation and the public, and will represent the Corporation in all public functions. The President will be primarily responsible for the strategic planning of the Corporation.

The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the directors and member, and a roll of all members, including address, e-mail address and call sign). The Secretary shall prepare and preserve all outside correspondence and maintain the Corporation's website. The Secretary shall present the minutes of the previous meeting for approval at each meeting.

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation, account for the receipt and expenditure of all funds, and report at each regular meeting the receipts and disbursements since the previous meeting. The Treasurer is authorized to pay Corporation bills, but each check must be signed with two signatures by either the Treasurer, Vice President or Secretary. The Treasurer shall prepare all financial reports and public financial filings.

The Vice President will assume all of the duties of President in the absence of the President. The Vice President is primarily responsible for all club activities, contests, and training. The Vice President is the primary liaison with the ARRL Section Emergency Coordinator to foster the Corporation's participation in Amateur Radio Emergency Service.

The officers shall be nominated in November of each year and elected at the annual meeting of the members and directors.

ARTICLE THREE

Any sale or transfer of any stock, bond, security, or any other property standing in the name of the Corporation shall be valid only if signed by the Corporation acting through any two officers. Any transfer signed in this manner, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation as fully and completely as if each transaction had been authorized by a specific vote of the directors, and any person, firm, or corporation to whom a copy of this Article Three shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal.

ARTICLE FOUR

The Treasurer shall at all times maintain records evidencing the property owned by the Corporation and its disbursements, and present the same at the annual meeting of the directors. The records of the Corporation shall always be open for inspection by any director.

ARTICLE FIVE

A quorum for the transaction of any business shall be a majority of the directors set forth in ARTICLE ONE hereof.

ARTICLE SIX

The directors shall serve without compensation.

ARTICLE SEVEN

The members shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws. The bylaws at no time shall contain any provisions inconsistent with the Georgia Nonprofit Corporation Code or the Articles of Incorporation [O.C.G.A. § 14-3-1020].

ARTICLE EIGHT

Any person who expresses an interest in amateur radio is eligible for membership. Membership is by application, in writing, in such form as the Board of Directors shall prescribe. Each such application shall be endorsed in writing by one active member of the Corporation and shall be submitted to the President or Secretary. An applicant shall become a member when such applicant's application has been approved by a majority vote of the membership at a regularly scheduled club meeting, and when the applicant has paid any initiation fee prescribed by the Board of Directors.

Sufficient cause for suspension or expulsion shall be a willful violation of Federal Communications Commission regulations, disability, incompetence, or conviction of any crime of moral turpitude, or any conduct inconsistent with the goals of the Corporation. Suspensions or expulsion shall be by the affirmative vote of two-thirds of the directors then in office, provided that the members shall have had at least fifteen (15) days' notice of the proposed action and of the time and place of the meeting of Board of Directors at which the matter will be voted upon. The member shall have the right to appear in person or by representative and present a defense at such meeting before such member's suspension or expulsion is voted upon. The decision to suspend or expel a member rests solely with the Board, from which there is no right of appeal. Notice of a member's suspension or expulsion will be sent by certified mail, return receipt requested to the address of the member on file with the Secretary.

ARTICLE NINE

If the Board of Directors is deadlocked in the management of the corporate affairs, the Board shall appoint a provisional director, an impartial person, who is neither a member or creditor of the Corporation, and whose identity may be agreed upon by the members from time to time. The provisional director shall have all the rights and powers of a director and shall be entitled to notice of any meeting of the Board and to vote at such meetings until the deadlock has been resolved. The provisional director shall not be entitled to compensation for such service.

ARTICLE TEN

Notice of the annual meeting or any other special meeting may be given either electronically or by regular mail. Electronic notice will be sent to the e-mail address on file with the Secretary for each member. The failure of any member to maintain a current e-mail address with the Secretary constitutes waiver by such member of formal notice.

ARTICLE ELEVEN

The President may nominate, with majority approval of the Board, such committees as deemed necessary or desirable to further the aims and goals of the Corporation. Each Committee shall have a Committee Chair that has been nominated by the President, and approved by a majority of the Board. Committee Chairs shall attend all Board meetings, and give progress status reports. Committee appointments shall have a term not to exceed that of the President. The Committee Chair and any member of the Committee may be removed by a voting majority of the Board.